

**ARTICLES OF INCORPORATION**  
**VARDAR ST. LOUIS SOCCER CLUB, INC.**  
**A NONPROFIT CORPORATION**

The undersigned, being a natural person of the age of eighteen years or more and a citizen of the United States, for the purpose of forming a corporation under "The Nonprofit Corporation Law" of the State of Missouri, does hereby adopt the following Articles of Incorporation:

1. The name of the Corporation is Vardar St. Louis Soccer Club, Inc.
2. This corporation is a Public Benefit Corporation.
3. The period of duration of the corporation is Perpetual.
4. The address of its initial Registered Office in the State of Missouri is 17107 Chesterfield Airport Road, Suite 300, Chesterfield, MO 63005 , and the name of its initial Registered Agent at said Address is Ira M. Potter.
5. The name and address of each incorporator is: Ira M. Potter, 17107 Chesterfield Airport Road, St. Louis, MO 63005
6. The Corporation shall have its affairs managed by a Board of Directors. The members of such first Board of Directors shall hold office until the first meeting of the Board of Directors, at which time there shall be held the first annual election of directors. The Corporation thereafter shall have a Board of Directors of such number, elected or appointed in such manner, serving for terms of such length and number, and otherwise meeting the requirements as set forth in the Corporation's Bylaws, provided, however, that the number of directors of the Corporation shall in no event be less than three (3).
7. The Corporation shall have no members.



8. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law) (hereinafter, the "Code"). In furtherance, but not in limitation of such purposes, the Corporation is authorized and empowered:

(a) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares, or other interests in or obligations of other domestic or foreign corporations (whether for profit or not for profit), associations, or partnerships; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interests, or obligations;

(b) To solicit gifts, contributions, bequests, devises, and grants of property, whether real or personal, from individuals, foundations, partnerships, associations, governmental agencies or units, and private or public corporations;

(c) To receive, purchase, hold, lease, manage, use, apply, convey, mortgage, sell, or dispose of all property, real, personal, and mixed, as trustee or otherwise, as may be necessary and needful for the successful conduct of the Corporation's affairs;

(d) To do any and all things of every character and kind that may from time to time be necessary in the proper management and administration of the affairs of the Corporation for its stated purposes in accordance with the limitations imposed by Section 501(c)(3) of the Code.

9. The Corporation shall have and may exercise all powers and rights conferred upon corporations organized and existing under the "Missouri Nonprofit Corporation Act" and any additional powers and rights conferred upon such corporation by subsequent legislative acts, subject only to the following:

(a) No substantial portion of the activities of the Corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

(b) The Corporation is not organized and shall not be conducted for pecuniary profit and no

part of its funds, however acquired, shall inure to the benefit of or be distributed to its directors or other individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

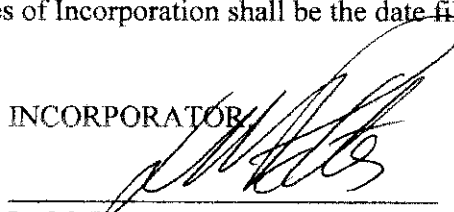
(c) The Corporation shall not carry on any other activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c) of the Code.

10. Upon dissolution and liquidation of the Corporation, all assets of the Corporation remaining after all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provisions have been made therefor, shall be transferred, conveyed, and distributed to such organization or organizations as may be specified in or provided for under the plan of distribution adopted by the Corporation pursuant to Chapter 355 of the Revised Statutes of Missouri (or the corresponding provision of any future legislative enactment governing such not for profit corporations), which organization or organizations are organized and operated exclusively for religious, educational, charitable, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Notwithstanding anything herein to the contrary, each such distributee organization shall be an organization treated as being described in Section 501(c)(3) of the Code.

11. These Articles of Incorporation may be amended by an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors present at a duly called and constituted meeting of the Board of Directors of the Corporation, provided that at least a majority of the members of the Board of Directors are in attendance at such meeting and that notice of any proposed amendment shall have been given in writing to all the members of the Board of Directors not less than thirty days prior to such meeting.

12. The effective date of these Articles of Incorporation shall be the date filed.

INCORPORATOR

  
\_\_\_\_\_  
Ira M. Potter

part of its funds, however acquired, shall inure to the benefit of or be distributed to its directors or other individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(c) The Corporation shall not carry on any other activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(e) of the Code.

10. Upon dissolution and liquidation of the Corporation, all assets of the Corporation remaining after all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provisions have been made therefor, shall be transferred, conveyed, and distributed to such organization or organizations as may be specified in or provided for under the plan of distribution adopted by the Corporation pursuant to Chapter 355 of the Revised Statutes of Missouri (or the corresponding provision of any future legislative enactment governing such not for profit corporations), which organization or organizations are organized and operated exclusively for religious, educational, charitable, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Notwithstanding anything herein to the contrary, each such distributee organization shall be an organization treated as being described in Section 501(c)(3) of the Code.

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12. The effective date of these Articles of Incorporation shall be the date filed.

INCORPORATOR

  
\_\_\_\_\_  
Ira M. Potter



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200605521105  
N00708834  
Date Filed: 02/21/2006  
Robin Carnahan  
Secretary of State

**Articles of Amendment  
for a Nonprofit Corporation**  
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Vardar St. Louis Soccer Club, Inc.
- (2) The amendment was adopted on 1/21/06 and changed article(s) 1 to state as follows:  
month/day/year  
The name of the Corporation is Vardar Soccer Club Missouri, Inc.

(3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

(4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

- A. Number of memberships outstanding: \_\_\_\_\_  
B. Complete either C or D:  
C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____

State of Missouri  
Amend/Restate - NonProfit 2 Page(s)



T0605316879

Name and address to return filed document:

Name: IBA POTTER  
Address: 17107 Chesterfield Airport Rd Svr 10200  
City, State, and Zip Code: Chesterfield, MO 63005

Corp. 53A (01/05)

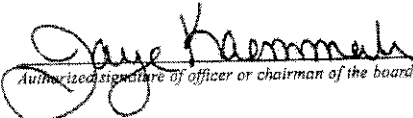
D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:

In Affirmation thereof, the facts stated above are true and correct:  
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Jaye Kaemmerlen	Vice President	1/22/06
<small>Authorized signature of officer or chairman of the board</small>	<small>Printed Name</small>	<small>Title</small>	<small>Date</small>