

**ARTICLES OF INCORPORATION  
OF  
MARSHALL COUNTY SOCCER ASSOCIATION, INC.**  
*A Kentucky Nonprofit, Non-stock Corporation*

**ARTICLE I**

*The name of the corporation shall be MARSHALL COUNTY SOCCER ASSOCIATION, INC., (the "Corporation").*

**ARTICLE II**

*The purpose for which the Corporation is organized is to encourage and promote soccer and related activities in Marshall County, Kentucky.*

**ARTICLE III**

*The street address of the initial registered office of the Corporation is 318 Woodgrove Road, Benton, Kentucky 42025, and the name of its initial registered agent at such address is George Karch.*

**ARTICLE IV**

*The mailing address of the Corporation's principal office is 318 Woodgrove Road, Benton, Kentucky 42025.*

**ARTICLE V**

*The names and mailing addresses of the members of the initial Board of Directors of the Corporation are:*

<i>Name</i>	<i>Address</i>
<i>Dale Gold</i>	<i>237 Old Olive Road, Benton, Kentucky 42025</i>
<i>Tony Griffith</i>	<i>109 Haltom Drive, Benton, Kentucky 42025</i>
<i>Scott Wagner</i>	<i>350 Silver Trail, Gilbertsville, Kentucky 42044</i>
<i>Denise Rudolph</i>	<i>1062 Church Grove Road, Benton, Kentucky 42025</i>
<i>Jenna Denfip</i>	<i>1708 Sycamore Drive, Benton, Kentucky 42025</i>
<i>Bill Kunnecke</i>	<i>326 Beech Street, Calvert City, Kentucky 42029</i>
<i>Melonie Chambers</i>	<i>980 New Harmony Road, Benton, Kentucky 42025</i>
<i>Steve Glover</i>	<i>1601 Horace Barnes Road, Benton, Kentucky 42029</i>
<i>Darren Smith</i>	<i>112 Cherry Grove, Benton, Kentucky 42025</i>
<i>Kevin Byars</i>	<i>9362 U.S. Highway 68 E, Benton, Kentucky 42025</i>
<i>Greg Smothers</i>	<i>476 Murphy Street, Benton, Kentucky 42025</i>
<i>Jim Ealey</i>	<i>2310 Wadesboro Road S, Benton, Kentucky 42025</i>

**ARTICLE VI**

*The name and mailing address of the sole incorporator is:*

Name	Address
George Karch	318 Woodgrove Road, Benton, Kentucky 42025

#### **ARTICLE VII**

*No part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation, or to any private individual, except that the Corporation shall be authorized and empowered (1) to pay reasonable compensation for services rendered, and (2) to make payments and distributions in furtherance of its charitable purposes. No officer or director of the Corporation, or any private individual, shall be entitled to share in the distribution of the Corporation's assets on dissolution of the Corporation.*

#### **ARTICLE VIII**

*Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.*

#### **ARTICLE IX**

*Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.*

#### **ARTICLE X**

*The number of the directors of the Corporation may be increased or decreased from time to time only by an amendment to these Articles of Incorporation, however, no decrease will have the effect of shortening the term of an incumbent director.*

#### **ARTICLE XI**

*The Corporation will have no members. The affairs of the Corporation will be managed and conducted through its duly elected board of directors and officers, whose qualifications and duties are set out in the Corporation's bylaws.*

#### **ARTICLE XII**

*A director of the Corporation will not be personally liable to the Corporation for monetary damages for breach of its fiduciary duties as a director to the extent provided in KRS 273.248, not in effect or hereinafter amended. Any repeal or modification of this Article will not adversely affect any protection of a director with respect to any act or omission occurring prior to such repeal or modification.*

EXECUTED this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

GEORGE KARCH, Incorporator

STATE OF KENTUCKY

COUNTY OF MARSHALL

*Subscribed, sworn to and acknowledged before me in my said county and state, on this the \_\_\_\_\_ day of \_\_\_\_\_, 2005, by George Karch, Incorporator.*

*My Comm. Expires: \_\_\_\_\_*

Notary Public

*This Instrument Prepared By:*

GEORGE E. LONG II, ATTORNEY

P. O. Box 447908 Poplar Street Benton, Kentucky 42025

(270) 527-5500