

**ARTICLES OF INCORPORATION
OF
PLATINUM MASTERS HOCKEY LEAGUE**

These Articles of Incorporation are signed by the incorporators for the purpose of, forming and continuing a nonprofit corporation pursuant to the provisions of Act 162, Public Acts of 1982, as amended, MCL 450.2101, et seq., otherwise referenced as the Nonprofit Corporation Act as follows:

ARTICLE I – NAME

The name of the corporation is Platinum Masters Hockey League.

ARTICLE II – PURPOSES

1. The purposes for which the corporation is organized are as follows:

(a) To operate and act exclusively as a club organized for pleasure, recreation, and other non-profitable purposes, substantially all of the activities of which are for these purposes and no part of the net earnings of it to inure to the benefit of any private shareholder, all within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended from time to time, (26 USC Sec 101, *et seq.*) or any corresponding provision of any future United States internal revenue law(s) (the "**Code**").

(b) Within the framework and limitations of the foregoing, to (i) operate a recreational hockey league for experience, mature participants; (ii) support, encourage, promote and coordinate access to hockey playing opportunities for older hockey players, and (iii) to provide family recreational hockey opportunities for its participants.

(c) To receive and administer assets exclusively for the purposes described above.

(d) To conduct any and all activities and exercise any and all powers necessary to the achievement of or further the purposes of the corporation.

2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on by an organization which is described in Section 501(c)(7) of the Code, and which is exempt from Federal income tax under Section 501(a) of the Code.

3. No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

4. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

5. No substantial part of the activities of the corporation shall consist of providing commercial-type insurance.

ARTICLE III - ORGANIZATION

1. The corporation is organized upon a nonstock, director basis.
2. There shall be at least 3 and no more than 9 governing directors, the number to be set by the Board with at least 2/3 of the qualified voting board members voting in favor of any change. The Bylaws specify the term length, qualifications and manner of replacement for each governing director position. The corporation may create or dissolve classes of directors as may be approved by 2/3 of the governing directors voting to approve the change. The corporation may change the number and manner of selection of governing directors by 2/3 of the governing directors voting to approve the change.

3. The assets which the corporation possesses as of September 12, 2016 are:

Real Property - None

Personal Property – Approximately \$ 1,000 cash, net of current obligations.

4. The corporation is to be financed by gifts, grants, contributions and fees from the participants consistent with the purposes of the corporation.

ARTICLE IV – REGISTERED OFFICE

1. The initial address and the mailing address of the registered office is: 405 Little Lake Drive, Ste B, Ann Arbor, Michigan 48103
2. The initial name and address of the resident agent is Derrick Oxender, 405 Little Lake Drive, Ste B, Ann Arbor, Michigan 48103.
3. The Board of Directors by resolution adopted by a majority of the Directors present at a meeting of a quorum may change the address and the mailing address of the registered office or the resident agent.

ARTICLE V – EFFECTIVE DATE

These Articles of Incorporation shall become effective when endorsed by the Agency.

ARTICLE VI - DURATION

The duration of the corporation is perpetual.

ARTICLE VII – VOLUNTEER INDEMNIFICATION

1. As used in this Article the term "volunteer director" shall have the same definition as set forth in the Nonprofit Corporation Act (MCL 450.2101, *et seq.*) (“Act”) Section 110(2).

2. To the fullest extent permitted by Act Section 209(e), the corporation assumes the liability for all acts or omissions of the corporation's volunteer directors, volunteer officers, or other volunteer occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act if all of the following are met:

(a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

(b) The volunteer was acting in good faith.

(c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

(d) The volunteer's conduct was not an intentional tort.

(e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

3. It is the intention and purpose of this Article that a claim for monetary damages for a volunteer's acts or omissions shall not be brought or maintained against a volunteer, but instead shall be brought and maintained against the corporation.

4. A volunteer director acting in the capacity of a director is only personally liable to the corporation for monetary damages for a breach of fiduciary duties to the corporation and only to the extent that (a) the director's action or inaction caused the damages and (b) only for direct damages.

5. Any repeal, amendment or modification of this Article shall not adversely affect any right or protection of a volunteer of the corporation existing at the time of the repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of volunteers shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE VIII – ASSET DISTRIBUTION

1. No part of the net earnings of the corporation shall be distributed to, or inure to the benefit of, any director or officer of the corporation, contributor or individual as prohibited by Section 501(c)(7) of the Code, the Michigan General Sales Tax Act or the Michigan Use Tax Act.

2. In the event of the dissolution of the corporation, all of the corporation's assets, real and personal, shall be distributed as directed by the Governing Directors, at the time of the dissolution of the corporation, to league participants (pro rata), or to hockey or sports related organizations described in either (a) Section 170(c)(1) of the Code, for exclusively public purposes, or (b) Section 501(c)(3) of the Code and exempt from Federal income tax under Section 501(a) of the Code, or (c) Section 501(c)(7) of the Code and exempt from Federal income tax under Section 501(a) of the Code. Any assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court of the county in which the principal office of the corporation is then located, to an organization or organizations as the Court determines, which are organized and operated exclusively for charitable purposes.

3. If the corporation is determined to be a "private foundation", as defined in Section 509(a) of the Code, then for the purpose of complying with the requirements of Section 508(e) of the Code, the corporation shall:

(a) Distribute such part of its income and such part of its capital as may be required by law for each taxable year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(b) Not engage in any act of self-dealing as defined in Section 4941 of the Code;

(c) Not retain any excess business holdings as defined in Section 4943 of the Code;

(d) Not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) Not make any taxable expenditure as defined in Section 4945 of the Code.

ARTICLE IX - INSOLVENCY

When a compromise or arrangement or a plan of reorganization of the corporation is proposed between this corporation and its creditors or any class of them, a court of equity jurisdiction within the State of Michigan, on application of this corporation or of a creditor of it, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in the manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement or arrangement, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and also on this corporation.

ARTICLE X - MEETINGS

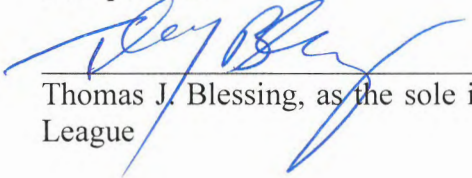
Any action required or permitted by the Act to be taken at an annual or special meeting of directors may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action taken, is signed by directors having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all directors entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to directors who have not consented in writing.

ARTICLE XI - AMENDMENT

No provision of these articles may be amended except by the vote or written consent of 2/3 of the directors.

Dated September 12, 2016.

I certify that the above Articles of Incorporation were adopted by me, the sole incorporator.



Thomas J. Blessing, as the sole incorporator of the Platinum Masters Hockey League

Address of the sole incorporator: 1124 Brooks Street, Ann Arbor, Michigan 48103