

BY-LAWS
OF
EAST DUPLIN YOUTH SOCCER, INC.

ARTICLE ONE - ORGANIZATION

1. The name of this organization shall be
EAST DUPLIN YOUTH SOCCER, INC.

2. The organization shall
have a seal which shall be in the custody of Johnny Williams in
the following form:

3. The organization may at its pleasure by a vote of the member-
ship body change its name.

ARTICLE TWO - PURPOSES

The following are the purposes for which this organization has been organized:

those purposes as set forth in the Articles of Incorporation.

ARTICLE THREE - MEMBERSHIP

Membership in this organization shall be open to all who are directors, officers and a parent who has paid for a child to be in East Duplin Youth Soccer, Inc. (membership is only for the period of time that the child participates and for which the parent has paid)

ARTICLE FOUR - MEETINGS

The annual membership meeting of this organization shall be held on the 1st day of June each and every year except if such day be a legal holiday then and in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held as needed.

The presence of not less than three (3) members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these by-laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least but not more than ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of two (2) members of the Board of Directors or fifty (50) members of the organization the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE - VOTING

At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so required any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX - ORDER OF BUSINESS

- 1 - Roll call.
- 2 - Reading of the minutes of the preceding meeting.
- 3 - Reports of committees.
- 4 - Reports of officers.
- 5 - Old and unfinished business.
- 6 - New business.
- 7 - Good and welfare.
- 8 - Adjournments.

ARTICLE SEVEN - BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of five (5) members together with the officers of this organization.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two (2) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Three (3) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 1st day of June of each year.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The president of the organization by virtue of the office shall be chairperson of the Board of Directors. The Board of Directors shall select from one of their number a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

ARTICLE EIGHT - OFFICERS

The officers of the organization shall be as follows:

President	Mark Lane
Vice President	Brian Jones
Secretary	Johnny Williams
Treasurer	Emmett E. Wickline, II

The president shall preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The vice president shall in the event of the absence or inability of the president to exercise his or her office become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.

The secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, be one of the officers required to

sign the checks and drafts of the organization, present to the membership at any meetings any communication addressed to the secretary of the organization, submit to the Board of Directors any communications which shall be addressed to the secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE NINE - SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN - COMMITTEES

All committees of this organization shall be formed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. The permanent committees shall be

Director of Fund Raising
Recreation
Public Relations

ARTICLE ELEVEN - DUES

The dues of this organization shall be ~~XXXXXXXXXXXXXXXXXXXX~~ the required registration fee for an individual participant as set by the Board of Directors. ~~and shall be payable on the XXXXXXXXXXXXXXX day of XXX~~

ARTICLE TWELVE - AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than _____ members.



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

EAST DUPLIN YOUTH SOCCER, INC.

the original of which was filed in this office on the 23rd day of January, 2003.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 23rd day of January, 2003

Elaine F. Marshall

Secretary of State

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Date Filed: 1/23/2003 8:26:00 AM
Elaine F. Marshall
North Carolina Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

OF

EAST DUPLIN YOUTH SOCCER, INC.

The undersigned Incorporator hereby forms a nonprofit corporation pursuant to the North Carolina Nonprofit Corporation Act, and to that end hereby sets forth:

1. The name of the Corporation is **EAST DUPLIN YOUTH SOCCER, INC.**
2. The Corporation is a charitable corporation as defined in N.C. GEN. STAT. §55A-1 40(4) ("Charitable or religious corporation" means any corporation that is exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section, or that is organized exclusively for one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section and that upon dissolution shall distribute its assets to a charitable or religious corporation, the United States, a state or an entity that is exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section.) and its duration is perpetual.
3. The mailing and street address and county of the initial registered office of the Corporation is **388 Old Chinquapin Road, Beulaville, Duplin County, North Carolina 28518.**
4. The name of the initial registered agent is **Mark Lane.**
5. The name of the Incorporator is **Scott G. Sherman** and his address is **148 Sand Ridge Road, Beulaville, Duplin County, North Carolina 28518.** The powers of the incorporator are to terminate upon filing of the Articles of Incorporation and the names and mailing addresses of the persons who are to serve as directors until their successors are elected are as follows:

Names of Directors	Address
Mark Lane	388 Old Chinquapin Road Beulaville, NC 28518
Johnny Williams	195 Catherine Square Road Beulaville, NC 28518
Scott G. Sherman	148 Sand Ridge Road, Beulaville, NC 28518

Sherri C. Wilson	637 Durwood Evans Road Beulaville, NC 28518
Emmett E. "Gene" Wickline, II	104 Melody Lane Beulaville, NC 28518

6. The Corporation shall not have any capital stock and shall not have members.
7. In the event of termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of its remaining assets, if any, after the payment, discharge or satisfaction of all of its liabilities and obligations shall be distributed to (and only to) such one or more organizations selected by the Board of Directors which supports the purposes for which this Corporation was formed, to be used for purposes for which this Corporation was formed, which organization or organizations shall qualify under Section 170(b)(1)(A) [other than in (vii) and (viii)] of the Internal Revenue Code of 1986, as amended (the "Code") and are qualified under Section 509(a)(1) of the Code.
8. The Corporation is organized and is to be operated exclusively for charitable or educational purposes, or for the prevention of cruelty to children or animals within the United States or any of its possessions, or to foster national or international amateur sports competition (but only if no part of its activities shall involve the provision of athletic facilities or equipment unless the Corporation qualifies as a "qualified amateur sports organization" within the meaning of Section 501(j) of the Code or otherwise in compliance with the provisions of Section 501(c)(3). In particular, the purpose of this corporation is to support and encourage youth to develop themselves athletically, educationally and morally while building a foundation toward understanding the value and importance of community service and social responsibility. In furtherance of such purposes, the Corporation may engage in any lawful activity except as restricted herein. The corporation may not undertake any action that would disqualify its exempt status under the Internal Revenue Code.
9. In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, the following provisions shall apply to the Corporation:
 - a. The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent (i) the Corporation from qualifying (and continuing to qualify) as a tax-exempt corporation described in Section 501(c)(3) of the Code; (ii) contributions to the Corporation being deductible for federal income tax purposes; (iii) gifts, bequests, legacies and

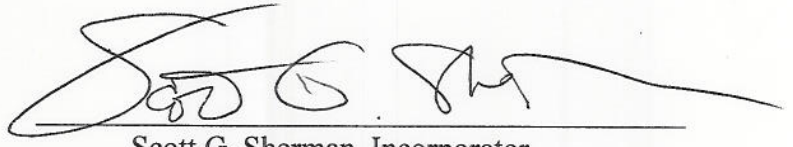
devises to the Corporation being deductible in computing the taxable estate of a decedent for federal estate tax purposes; or (iv) gifts or contributions to the Corporation being deductible in computing taxable gifts for federal gift tax purposes.

- b. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall it engage in any activities which are unlawful under the laws of the United States of America, the State of North Carolina or any other jurisdiction where such activities are carried on.
 - c. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used for, nor shall the Corporation be operated for, purposes not exclusively charitable or educational other than as described in Paragraph 8 of these Articles of Incorporation.
 - d. No compensation or payment shall ever be made to any officer, director, trustee (including any corporate trustee), or organizer of the Corporation, or substantial contributor to it, except as reasonable allowance for actual expenditures or services actually made or rendered to or for the Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of or be distributed to or divided among any such person, firm or corporation; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall be used for, accrue to, or inure to the benefit of any private shareholder or individual within the meaning of Section 501 (c)(3) of the Code.
10. All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation. The qualifications, number, terms, and manner of election, designation and appointment of the members of the Board of Directors shall be as from time to time provided in the Bylaws. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed by the statutes.
11. To the extent consistent with the requirements for qualification as a tax-exempt corporation described in Section 501(c)(3) of the Code, and except as otherwise provided herein, to the fullest extent permitted by applicable law no director of the Corporation shall have any personal liability for monetary damages arising out of any action whether by or in the right of the Corporation or otherwise for breach of any duty as a director. This Article shall not impair any right to indemnity from the Corporation or any other immunity from civil liability that any director may now or hereafter have. Any repeal or

modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.

12. The street address and county of the principal office of the Corporation is **388 Old Chinquapin Road, Beulaville, Duplin County, North Carolina 28518.**
13. These articles shall be effective upon filing.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this the 16th day of January, 2003.

A handwritten signature in black ink, appearing to read "Scott G. Sherman", is written over a horizontal line.

Scott G. Sherman, Incorporator