

**AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
FRISCO SOCCER ASSOCIATION, INC.**

Pursuant to the provisions of Section 22.105 and 22.109 of the Texas Business Organizations Code, the undersigned corporation, a non-profit corporation, adopts the following Amendments to its Certificate of Formation.

Article I

The name of the corporation is Frisco Soccer Association, Inc. (the “*Corporation*”). The file number of the Corporation is 800695246. The date of formation of the Corporation is August 17, 2006.

Article II

The following amendments to the Certificate of Formation were adopted on April 2, 2018.

Article II of the Certificate of Formation is amended to read in its entirety as follows:

“The name of the registered agent, an individual and resident of the State of Texas, is Steve Johnson. The registered office of the Corporation is: 5566 Main Street, Suite 205, Frisco, TX 75033.”

Article III of the Certificate of Formation is amended to read in its entirety as follows:

“The management of the affairs of the Corporation is vested in the board of directors (the “*Board*”). The number of directors may be changed from time to time by an amendment to the bylaws of the Corporation (“*Bylaws*”), but in no event can there be fewer than three (3) directors. The directors must meet the qualification requirements set forth in the bylaws. The Corporation will indemnify its directors to the fullest extent provided by law. The number of directors constituting the board of directors is eight and the names and business addresses of the persons who are to serve as directors, until their successors are appointed or elected as provided in the bylaws, are as follows:

<u>Name</u>	<u>Business Address</u>
Steve Johnson	5566 Main Street, Suite 205, Frisco, TX 75033
Steve Rubbo	5566 Main Street, Suite 205, Frisco, TX 75033
Jim Mills	5566 Main Street, Suite 205, Frisco, TX 75033
James Gilman	5566 Main Street, Suite 205, Frisco, TX 75033
Cory Newberry	5566 Main Street, Suite 205, Frisco, TX 75033
B. Aldo Ramirez	5566 Main Street, Suite 205, Frisco, TX 75033
Burke A. McDavid	5566 Main Street, Suite 205, Frisco, TX 75033
Vacant”	

Article IV of the Certificate of Formation is amended to read in its entirety as follows:

“The period of the Corporation’s existence is perpetual. The Corporation will have members. Members, membership requirements and the rights and responsibilities of members will be determined by the Board as provided in the bylaws of the Corporation. The Corporation has a duty to not discriminate in hiring or provision of services or in any other manner against any person on account of race, color, religion, sex, or national origin or age. The Corporation is organized without capital stock and is to be operated on a nonprofit basis.”

Article V of the Certificate of Formation is amended to read in its entirety as follows:

“The Corporation is formed for the following purpose(s):

(a) 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, as amended, or any corresponding section(s) of any future federal tax code (the “*Code*”), including, for such purposes, (i) fostering and advancing the cause of soccer within the territory under the jurisdiction of the Corporation and to support and develop players for such competitions, the primary portion of which is to plan, establish, approve and administer all rules and regulations of all activities sponsored by and under this Corporation (including all league play), and servicing of basic coaching clinics, referee clinics, and assessments and training and grading of coaches and referees on “as needed” basis, and (ii) fostering and advancing a soccer program which will promote the ideals of good sportsmanship, honesty, loyalty and courage through amateur athletic competition.

(b) No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the Corporation will not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) As provided by Section 22.304 of the Texas Nonprofit Corporation Law, as amended from time to time (the “*TNCL*”), after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged in accordance with Section 11.053 of the Texas Business Organizations Code (the “*TBOC*”), upon the dissolution of the Corporation:

(1) property held by the Corporation on a condition requiring return, transfer or conveyance because of the winding up or termination must be returned, transferred or conveyed in accordance with that requirement; and

(2) the remaining property of the Corporation must be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, under a plan of distribution adopted under the TNCL.

A district court of the county in which the Corporation's principal office is located will distribute to one or more organizations exempt under section 501(c)(3) of the Code, or described by section 170(c)(1) or (2) of the Code, the property of the Corporation remaining after a distribution of property under a plan of distribution under the TNCL. The court will make such distribution in the manner the court determines will best accomplish the general purposes for which the Corporation was organized.

(d) The Corporation is an association member of North Texas State Soccer Association, Inc. ("*NTSSA*") with the Corporation's territory being those areas falling within the Frisco Independent School District and with the Corporation having jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players, teams, parents, and other team-affiliated persons. NTSSA is an association member of The United States Youth Soccer Association, Inc. ("*USYSA*"); each of USYSA and NTSSA is a national association member of the United States Soccer Federation ("*USSF*"); USSF is the national association member of the Federation Internationale de Football Association ("*FIFA*") and is the national governing body for the sport of soccer in the United States, as provided by the Ted Stevens Olympic and Amateur Sports Act, chapter 2205 of title 36, United States Code, as amended, and the United States Olympic Committee.

(e) Subject to the foregoing, the Corporation is formed for all lawful purposes within the meaning of the TNCL.

(f) The jurisdiction of the Corporation is considered that part of Texas which includes the Frisco Independent School District."

The Supplemental Provisions contained in the Certificate of Formation are deleted (and the text of which is incorporated in the amendment to Article IV of the Certificate of Formation as provided above).

Article III

The amendments to the Certificate of Formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the Corporation.

Article IV

The Amended and Restated Certificate of Formation attached hereto as Exhibit A accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, as further amended by the amended and restated certificate of formation. The attached amended and restated certificate of formation does not contain any other

change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Code applicable to the Corporation.

This document becomes effective on the date of filing with the Texas Secretary of State.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Frisco Soccer Association, Inc.

By: _____
Name: B. Aldo Ramirez
Title: Secretary and Board Member

EXHIBIT A
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
FRISCO SOCCER ASSOCIATION, INC.

ARTICLE I

The name of the entity is Frisco Soccer Association, Inc. (the “*Corporation*”).

ARTICLE II

The name of the registered agent, an individual and resident of the State of Texas, is Steve Johnson. The registered office of the Corporation is: 5566 Main Street, Suite 205, Frisco, TX 75033.

ARTICLE III

The management of the affairs of the Corporation is vested in the board of directors (the “*Board*”). The number of directors may be changed from time to time by an amendment to the bylaws of the Corporation (“*Bylaws*”), but in no event can there be fewer than three (3) directors. The directors must meet the qualification requirements set forth in the bylaws. The Corporation will indemnify its directors to the fullest extent provided by law. The number of directors constituting the board of directors is eight and the names and business addresses of the persons who are to serve as directors, until their successors are appointed or elected as provided in the bylaws, are as follows:

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Vacant	

ARTICLE IV

The period of the Corporation’s existence is perpetual. The Corporation will have members. Members, membership requirements and the rights and responsibilities of members will be determined by the Board as provided in the bylaws of the Corporation. The Corporation has a duty to not discriminate in hiring or provision of services or in any other manner against any person on account of race, color, religion, sex, or national origin or age. The Corporation is organized without capital stock and is to be operated on a nonprofit basis.

ARTICLE V

The Corporation is formed for the following purpose(s):

(g) 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, as amended, or any corresponding section(s) of any future federal tax code (the “*Code*”), including, for such purposes, (i) fostering and advancing the cause of soccer within the territory under the jurisdiction of the Corporation and to support and develop players for such competitions, the primary portion of which is to plan, establish, approve and administer all rules and regulations of all activities sponsored by and under this Corporation (including all league play), and servicing of basic coaching clinics, referee clinics, and assessments and training and grading of coaches and referees on “as needed” basis, and (ii) fostering and advancing a soccer program which will promote the ideals of good sportsmanship, honesty, loyalty and courage through amateur athletic competition.

(h) No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the Corporation will not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(i) As provided by Section 22.304 of the Texas Nonprofit Corporation Law, as amended from time to time (the “*TNCL*”), after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged in accordance with Section 11.053 of the Texas Business Organizations Code (the “*TBOC*”), upon the dissolution of the Corporation:

(3) property held by the Corporation on a condition requiring return, transfer or conveyance because of the winding up or termination must be returned, transferred or conveyed in accordance with that requirement; and

(4) the remaining property of the Corporation must be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, under a plan of distribution adopted under the *TNCL*.

A district court of the county in which the Corporation’s principal office is located will distribute to one or more organizations exempt under section 501(c)(3) of the Code, or described by section 170(c)(1) or (2) of the Code, the property of the Corporation remaining after a distribution of property under a plan of distribution under the *TNCL*. The court will make such distribution in the manner the court determines will best accomplish the general purposes for which the Corporation was organized.

(j) The Corporation is an association member of North Texas State Soccer Association, Inc. (“*NTSSA*”) with the Corporation’s territory being those areas falling within the Frisco Independent School District and with the Corporation having jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players, teams, parents,

and other team-affiliated persons. NTSSA is an association member of The United States Youth Soccer Association, Inc. (“*USYSA*”); each of USYSA and NTSSA is a national association member of the United States Soccer Federation (“*USSF*”); USSF is the national association member of the Federation Internationale de Football Association (“*FIFA*”) and is the national governing body for the sport of soccer in the United States, as provided by the Ted Stevens Olympic and Amateur Sports Act, chapter 2205 of title 36, United States Code, as amended, and the United States Olympic Committee.

(k) Subject to the foregoing, the Corporation is formed for all lawful purposes within the meaning of the TNCL.

(l) The jurisdiction of the Corporation is considered that part of Texas which includes the Frisco Independent School District.

ARTICLE VI

This Certificate of Formation becomes effective upon its filing with the Texas Secretary of State.

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