

LOWER MERION SOCCER CLUB

RESOLUTIONS OF THE BOARD OF DIRECTORS

WHEREAS, the Lower Merion Soccer Club (henceforth the “Corporation”) has heretofore functioned as a club operated for nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code; and

WHEREAS, we, the Directors of the Corporation, have determined that the Corporation will operate more effectively and more appropriately as a charity within the meaning of Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, we wish to take or cause to be taken all steps necessary to qualify the Corporation as a charity, and to ensure that the Corporation will henceforth operate as a charity;

WE ARE THEREFORE RESOLVED, that the Articles of Incorporation of the Corporation shall be amended and restated in their entirety, in the form attached hereto; and

FURTHER RESOLVED, that the Corporation hereby adopts a Conflict of Interest Policy in the form attached hereto; and

FURTHER RESOLVED, that the officers of the Corporation, and each of them individually, are hereby authorized and instructed to take all steps necessary to qualify the Corporation as a duly organized and operated charity within the meaning of Section 501(c)(3) of the Internal Revenue Code, including (without limitation) each of the following:

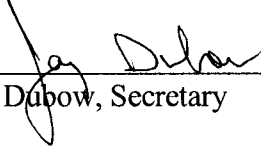
- (a) execution and filing of the Articles of Amendment adopted hereunder;
- (b) execution and submission of a Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code;
- (c) execution and submission of a Registration to Solicit Charitable Gifts in the Commonwealth of Pennsylvania;
- (d) execution and submission of an Application for Exemption from Pennsylvania Sales and Use Tax; and

(e) all other actions deemed necessary or advisable by the officers, or any one of them, including without limitation the payment of any fees and the execution of any powers of attorney, in order to carry out the intent of these resolutions.

Certification of Adoption

Each of the resolutions above was duly adopted, by unanimous vote of all the Directors then serving, at a duly called and convened meeting of the Directors on the 24th day of February, 2006.

LOWER MERION SOCCER CLUB

By: 
Jay Dubow, Secretary

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU**

ARTICLES OF AMENDMENT

LOWER MERION SOCCER CLUB

In accordance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned, desiring to amend and restate the articles of incorporation in their entirety, hereby certifies that:

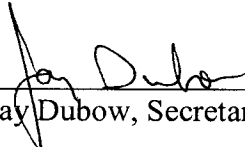
1. The name of the corporation is Lower Merion Soccer Club.
2. The address, including street and number, of the corporation's current registered office in this Commonwealth is:

396 East Montgomery Avenue
Wynnewood, PA 19086
3. The corporation was incorporated on February 24, 1989, under Pennsylvania's Nonprofit Corporation Law of 1988.
4. The corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the "Code"), including in particular to provide soccer instruction and recreational opportunities.
5. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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 in paragraph 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

6. The term of the corporation's existence is perpetual.
7. The corporation is organized on a nonstock basis.
8. The corporation shall have no members.
9. The corporation shall be authorized to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time, and to issue certificates therefor.
10. Upon the sale or 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 the remaining assets of the corporation exclusively for the purposes of the corporation, or, if that is not possible, then (a) to one or more organizations that at the time qualify as tax exempt under Section 501(c)(3) of the Code or (b) to one or more governmental units described in Section 170(c)(1) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for charitable purposes to one or more such organizations, as said Court shall determine. Under no circumstances shall any assets be distributed, upon dissolution, or upon sale of substantially all of the assets, to directors, officers, or employees of the corporation.
11. These Articles of Amendment were adopted by the Board of Directors on the ____ day of January, 2005, pursuant to 15 Pa.C.S. § 5914(b).
12. These Articles of Amendment constitute a restatement in the entirety of the corporation's prior Articles of Incorporation and all amendments thereto, and supersede all provisions thereof.

Executed this 24th day of February, 2006.

LOWER MERION SOCCER CLUB



By: Jay Dubow, Secretary