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FILED

*In the office of the Secretary of State
of the State of California*

JUL 16, 1976

*MARCH FONG EU, Secretary of State
By Jane E. Bacon, Deputy*

ARTICLES OF INCORPORATION OF THE WALNUT CREEK SOCCER CLUB

ARTICLE I

The name of this corporation is THE WALNUT CREEK SOCCER CLUB.

ARTICLE II

- A. The specific and primary purpose for which this corporation was formed is to operate a non-profit corporation; to develop and maintain an educational soccer program; to develop a youth soccer program for boys and girls by providing organized games, leagues, coaches and referees with the cooperation of local organizations and officials.
- B. The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE III

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE IV

The county in this state where the principal office for the transaction of business of the corporation is located is Contra Costa County.

ARTICLE V

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

DAVID M. NICHOLAS
3440 Withersed Lane
Walnut Creek, California 94598

CARLOS XAVIER
630 Teak Court
Walnut Creek, California 94598

KATHY CRUSE
159 Oak Vue Road
Pleasant Hill, California 94523

ARTICLE VI

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VII

- A. Directors: The manner in which the directors shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure of office, and the manner of calling and holding meetings of directors, shall be as stated in the by-laws.
- B. Member: The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination of membership shall be as stated in the by-laws.

ARTICLE VIII

- A. The property of this corporation is irrevocably dedicated to educational purposes meeting the requirements for exemption provided by Section 214 of

the Internal Revenue Code, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or the benefit of any private person.

- B. On the dissolution or winding up of the corporation its assets remaining after payment of or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and religious purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.
- C. If this corporation holds any assets on trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE IX

No significant percentage of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation, and, in all cases, shall be undertaken only on behalf of measures that directly benefit the mission of the organization to develop, maintain, and promote youth soccer in Walnut Creek; nor shall this corporation participate in, or intervene in, any political campaign on behalf of any candidate for public office. [Amended 2002]

IN WITNESS WHEREOF, the undersigned, including the first directors, have executed these Articles of Incorporation this 2nd day of July, 1976.

SIGNED

David Nicholas
Carlos Xavier
Kathy Cruse

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

On this 2nd day of July, 1976, before me, a Notary Public, State of California, duly commissioned and sworn, personally appeared DAVID M. NICHOLAS, CARLOS XAVIER and KATHY CRUSE, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the said County the day and year in this certificate first above written.

LINDA PERRY
Notary Public
County of Santa Clara