

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTHERN KENTUCKY SOCCER OFFICIAL ASSOCIATION, INC.**

These articles of incorporation made and entered into this 5<sup>th</sup> day of January, 2000, evidencing that the undersigned incorporator has declared his intention of forming a nonprofit corporation pursuant to Chapter 273 of the Kentucky Revised Statutes and all other acts amendatory thereto and supplemental thereto as follows:

**ARTICLE ONE**

The name of this corporation shall be Northern Kentucky Soccer Official Association, Inc. and by such name shall be known and its duration shall be perpetual.

**ARTICLE TWO**

The corporation is organized exclusively for the promotion of soccer; to create and maintain a high standard of soccer officiating; to provide for uniform interpretation of soccer rules; to further sportsmanship and fair play; to facilitate assignment of officials to games; to work toward these ends with interscholastic, athletic and school officials, and other soccer organizations.

**ARTICLE THREE**

This corporation is organized exclusively for religious, charitable, scientific, education and fraternal purposes to qualify as an exempt organization under Section 501(c)(3) of the

Internal Revenue Code or with the corresponding provisions of any future United States Internal Revenue law. This corporation shall be empowered to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue law.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be organized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempted from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of future federal tax codes, or (b) by an organization, contributions to which are deductible under Section 17(c)(2) of the Internal Revenue Code, or corresponding Section of any future federal tax code.

#### **ARTICLE FOUR**

Upon dissolution of the organization, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, corresponding Section of any future federal tax code, or shall be distributed to to the federal government, or to a state or local government for a public purpose Any such assets not disposed of shall be disposed of by the probate court in the court in which the principal office of the

organization is then located, exclusively for such purposes or to such organization or organizations as such court may determine, which are organized and operated exclusively for such purposes.

**ARTICLE FIVE**

The street address of the corporation's initial registered office shall be 14 Edgewood Road, Edgewood, Kenton County, Kentucky, 41017 and the name of the initial registered agent is Tim Prieshoff.

**ARTICLE SIX**

The mailing address of the corporation's principal office and place of business is 14 Edgewood Road, Edgewood, Kenton County, Kentucky, 41017.

**ARTICLE SEVEN**

The names and mailing addresses of the incorporator is Dick Marable, 10358 Tiburon Drive, Florence, Boone County, Kentucky, 41042.

**ARTICLE EIGHT**

The number of directors constituting the initial board of directors is seven (7). The total number of directors that may serve at any time shall be set by the by-laws and may be changed at any time by amendment to the by-laws.

**ARTICLE NINE**

The names and mailing addresses of the persons who are to serve as initial board of directors are:

Dick Marable	Address removed
Kathleen Hall	Address removed
Tim Prieshoff	Address removed

Jackie Cramer	Address removed
Dale Holoher	Address removed
Mark Litzler	Address removed
Rick Flick	Address removed

#### **ARTICLE TEN**

This organization is not organized for pecuniary profit nor shall it have any power to issue certificates of stock nor to declare dividends and no part of its net earnings shall inure to the benefit of any member or director. The balance, if any, of all monies received by the corporation from its operation after payment in full of all the debts and obligations of the corporation, of whatever kind or nature, shall be used and distributed exclusively for the purposes as set out in Article Two.

#### **ARTICLE ELEVEN**

This nonprofit corporation shall be composed of members rather than shareholders. No member of the corporations shall be personally liable for any debt or obligation by reason of being a member.

#### **ARTICLE TWELVE**

This corporation is organized exclusively for religious, charitable, scientific, educational and fraternal purposes to qualify as an exempt organization under the Internal Revenue Code.

#### **ARTICLE THIRTEEN**

The directors of this corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty as a director, except for:

i. For any transaction which the Director's personal financial interest is in conflict with the financial interest of the Corporation;

ii. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of law;

iii. for any transaction from which the Director derives an improper personal benefit.

**WITNESS THE SIGNATURES OF THE INCORPORATORS, DICK MARABLE,  
OF THIS CORPORATION ON THIS THE 5<sup>th</sup> DAY OF January, 2000.**

(Signed)  
\_\_\_\_\_  
**DICK MARABLE**

COMMONWEALTH OF KENTUCKY  
COUNTY OF BOONE

I, (hand entered – Anthony W. Frohlich), the undersigned Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of Northern Kentucky Soccer Official Association, Inc. were this day produced before me in the State and County by Dick Marable, and acknowledged by him to be his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand this the 5<sup>th</sup> day of January, 2000.

MY COMMISSION EXPIRES:  
(hand entered – 2-21-2000) (Signed) \_\_\_\_\_ NOTARY PUBLIC  
THIS INSTRUMENT PREPARED BY:

(Signed)  
\_\_\_\_\_  
ANTHONY W. FROHLICH  
ATTORNEY AT LAW  
PO Box 396  
Florence, KY 41022-0396 NKSOA.docAOIHOLD2000/TK

(Filed with Commonwealth of Kentucky January 24, 2000)