

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROGERS AREA YOUTH BASKETBALL ASSOCIATION**

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the Corporation is Rogers Area Youth Basketball Association.

**ARTICLE II  
PURPOSES AND POWERS**

1. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific 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 federal tax law (the "Code").

2. The Corporation may receive gifts and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the Corporation was created. The Corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act.

3. Notwithstanding any provision herein, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

4. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE III  
NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, 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 Article II hereof.

**ARTICLE IV  
DURATION**

The duration of existence of the Corporation shall be perpetual.

**ARTICLE V  
REGISTERED OFFICE**

The registered office of the Corporation in the State of Minnesota shall be 14027 Gadwall Lane, Rogers, Minnesota 55374.

**ARTICLE VI  
NO MEMBERS**

The Corporation shall not have members.

**ARTICLE VII  
BOARD OF DIRECTORS**

1. The general management of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

2. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided that when the action is taken by less than all Directors, all Directors must be notified immediately of its text and effective date. The written action shall be effective when signed by the required number of Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

**ARTICLE VIII  
DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute the assets of the Corporation to such organization or organizations as the Board may determine which are organized and operated exclusively for charitable, educational or scientific purposes and which qualify as exempt organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for

such purposes. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

**ARTICLE IX  
NAME OF INCORPORATOR**

The name and address of the Incorporators are:

James Puttin  
P.O. Box 298  
Rogers, Minnesota 55374

Noel Samlaska  
P.O. Box 298  
Rogers, Minnesota 55374

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 23rd day of June, 2009.

\_\_\_\_\_  
James Puttin, Director

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Noel Samlaska, President

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Stephanie Anderson, Secretary