

**UNION GIRLS SOFTBALL ASSOCIATION
ARTICLES OF INCORPORATION**

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be the Union Girls Softball Association, hereafter referred to as UGSA.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

3.01 Purpose

The UGSA is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the UGSA shall be to foster, promote and advance the game of girls' softball. The UGSA shall organize children's' softball teams to provide a healthful recreation and promote good sportsmanship, discipline, goal-setting and physical fitness. Registration for UGSA will be limited to girls only. The UGSA may contribute, in the form of scholarships, to players in the league.

3.02 Public Benefit

The UGSA is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

The UGSA is organized exclusively for charitable and educational purposes including, for such purposes, the making of distribution to organizations that qualify as exempt organization under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the UGSA shall inure to the benefit of, or be distributable to its members, trustees, officer, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of an future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The UGSA is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of the UGSA of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the UGSA, all equipment and assets shall be sold at public auction. Further, all proceeds and other assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the UGSA hereunder shall be selected at the discretion of a majority of the members of the UGSA and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the UGSA by one (1) or more if its members which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Missouri.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Missouri to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contribution to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

The UGSA shall be governed by its officers and board of directors.

5.02 Initial Non-Officer Directors

The initial non-officer directors of the corporation shall be:

3-year Board member: Christina Lowe-Carter

2-year Board member: Amy Schroeter

1-year Board member: Abby Peters.

5.03 Initial Officers

The initial officers of the corporation shall be:

President: Sean DeVore

Vice President: James Birkmann

Secretary: TBD

Treasurer: Dwayne Boehm

ARTICLE VI

MEMBERSHIP

6.01 Membership

The membership of the UGSA shall be the parents, step-parents or guardians of all registered children who have paid the required registration fee as under Article III, Section 3.05 of the bylaws. Each registered child shall allow for two memberships.

Anyone who does not have a child registered or who has completed the last season of eligible play, but still wishes to be a member will be required to pay the registration fee as under Article III, Section 3.05 of the Bylaws.

Membership to the Union Girls Softball Association will renew on March 1st each year. Only members paid in full or members qualifying under sections 3.02 and 3.03 of the bylaws may vote at membership meetings.

6.02 Honorary Membership

The Board of Directors, with movement from the floor and approval by the membership, may approve Honorary Membership, waiving any registration fee for such a member. This Honorary Membership is subject to annual review and re-approval by the membership of the individual given this honor.

6.03 Lifetime Honorary Membership

Lifetime Honorary Membership may be accorded as in Section 6.02 above and shall be done on a permanent basis, for such things as ongoing and outstanding public service to be community and to the furtherance of the UGSA program.

Honorary Membership and Lifetime Honorary Membership are accorded every privilege that other members enjoy. A certificate of such memberships shall be given to the individual by the Board of Directors.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted upon the recommendation of the membership and only at a Regular Meeting of the UGSA by two-thirds (2/3) vote of the membership present and voting, provided a notice of the proposed amendments shall have been given at least thirty (30) days prior to the meeting at which the amendments are to be voted upon.

7.02 Amendment committee

A committee may be appointed to submit Amended Articles of Incorporation only by a majority vote of the Board of Directors. Requirements are then as set out in Article VII section 7.01.

7.03 Amendment notice

The general membership shall be notified of the Regular Meeting to amend the Articles of Incorporation at least thirty (30) days prior to the meeting.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

80 North Oak
Union, MO 63084

The mailing address of the corporation is:

PO Box 695
Union, MO 63084

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Justin Head
80 North Oak
Union, MO 63084

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Sean DeVore
20 Forest Lane
Union, MO 63084

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of the Union Girls Softball Association were approved by the membership and the board of directors on February 22, 2017 and constitute a complete copy of Articles of Incorporation of the Union Girls Softball Association.

Signature

Sean DeVore
20 Forest Lane
Union, MO 63084

James Birkmann
281 Twin Lakes Dr.
Union, MO 63084

Dwayne Boehm
371 Oaklawn Drive
Washington, MO 63090

Neil Wiskur
1 Valley Drive
Union, MO 63084

Christina Lowe Carter
113 Christina Ave.
Union, MO 63084

Amy Schroeter
248 Ridge Run Dr.
Washington, MO 63090

Aby Peters
81 Hickory Circle
Union, MO 63084

Acknowledgement of consent to appointment as registered agent

I, Justin Head, agree to be the registered agent for the Union Girls Softball Association as pointed herein.

Registered Agent _____

Date: _____