

**Re-Stated ARTICLES OF INCORPORATION FOR
DENVER METRO LEAGUE**

The undersigned person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation is "Denver Metro League."

ARTICLE II - PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III - A. PURPOSES

The Denver Metro League (the "Corporation" or "League"), is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code. The specific purposes and objectives of the Corporation shall include but not be limited to the following:

- A. The League aspires to be an outstanding educational-athletic organization that provides a high-quality experience to every athlete. The League endeavors to use sports to help youth athletes develop positive character and values that will help them succeed throughout their lives. Student athletes will learn skills that will help prepare them, on and off the field, for high school, college, careers and life after sports. The League will provide a high-quality experience in which every athlete is coached using the principles of positive coaching and has the opportunity to be athletically challenged and supported in practice and games while having an enjoyable and educational experience. Student athletes will learn tactics and strategies of the game that will allow them to improve as a player and as a teammate. Participation in the League will be extended to approximately 3000 students across the Denver Metro Area.

- B. To exercise all rights and powers conferred by the laws of the State of Colorado upon nonprofit corporations, including, but without limitation thereon, to raise funds, to receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the above purposes; and

- C. To engage in any other activity that is incidental to, connected with or in advancement of the foregoing purposes and that is within the definition of charitable and educational for purposes of Section 501(c)(3) of the Code, provided, the powers of the Corporation shall never be inconsistent with the purposes of the Corporation stated above or the Constitution of the United States or the State of Colorado.

B. POWERS

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section C. of this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either a principal or agent, subject to such limitations as are or may be prescribed by law.

C. RESTRICTIONS OF POWERS

(1) No part of the net earning of the Corporation shall inure to the private or proprietary benefit of, or be distributed to, any member [which is not then an exempt organization described in section 501 (c) (3) of the Internal Revenue Code] any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no (member which is not then and exempt organization described in section 501 (c) (3) of the Internal Revenue Code, and no] director or officer of the Corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Nothing contained in this Article shall be construed to empower the Corporation to engage in any activities which are in furtherance of purposes other than those permitted to an organization described in Section 501 (c) (3) of the Internal Revenue Code.

(3) On dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501 (C) (3) of the Internal Revenue Code, contributions to which are deductible under section 170 c) (2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501 (c) 3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, and, during any period of time in which the Corporation is a "private foundation" as defined in section 509 (a) of the Internal Revenue Code:

(i) The Corporation shall not engage in any act of "self—dealing", as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) The Corporation shall make distributions for each taxable year. at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;

(iii) The Corporation shall not retain any “excess business holdings”, as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The Corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The Corporation shall not make any “taxable expenditure”, as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is STRIVE-Central 2480 W. 26th Ave., Suite B-360 Denver, CO 80211. The name of its initial registered agent at such address is STRIVE Preparatory Schools % Office of the Chief Financial Officer.

ARTICLE V - MEMBERS

The sole Member of the Corporation is STRIVE Preparatory Schools, a Colorado non-profit, corporation. Notwithstanding any other provision herein, this Member of the Corporation shall have the exclusive right to endorse prospective directors and approve any amendments to these Articles of Incorporation or the Corporation’s bylaws.

ARTICLE VI - BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the Corporation, as those may be amended, and in force at the time. Notwithstanding any other provision herein or in the bylaws of the Corporation, at all times the Board shall consist of at least three (3) individuals. The representative of the Member shall at all times be the Board President. Such individuals shall be:

The Director of Athletics for STRIVE Preparatory Schools, or his/her designee, as the representative of the Member and Board President and two (2) individuals appointed by the The Director of Athletics for STRIVE Preparatory schools.

The initial Board of Directors shall consist of three (3) individuals:

- A. The Director of Athletics for STRIVE Preparatory schools, as the representative of the Member; and
- B. Two (2) additional representatives appointed by the Director of Athletics for STRIVE Preparatory Schools.

The names and addresses of the initial Board of Directors are as follows:

Board President:

Caleb Coats
STRIVE - Central Office
% Caleb Coats, Director of Athletics and Activities
2480 W. 26th Ave., Suite B-360 Denver, CO 80211
Phone: 303.898.0043

Appointed Board Members:

Ian Spain (STRIVE Prep - Montbello)
21415 E. 44th Ave
Denver, CO 80249
Phone: (720) 971-1386

Ashley Martinez-Doublin (STRIVE Prep - GVR)
8505 E Alameda Ave
Unit 2416
Denver, CO 80230
Phone: (303) 731-7767

No director shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Corporation or its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the Corporation or to its members, (2) any of such director's acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, (3) such director's assent to or participation in the making of any loan by the Corporation to any director or officer of the Corporation, or (4) any transaction from which such director derived an improper personal benefit.

ARTICLE VII - BYLAWS

The initial bylaws of the Corporation shall be as adopted by the sole Member of the Corporation. Such Member shall have the power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501 (c) (3) of the Internal Revenue Code, or any director or officer of this Corporation any proprietary interest in the

Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.