

Receipt Number: 2102375

File Number **NS014500**



CERTIFICATE_OF_INCORPORATION

For

SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION

Filed at the request of:

SHIRLENE SIMONSEN
JOHNSON MINER MARLOW WOODWARD & HUFF PROF LLC
PO BOX 667
YANKTON SD 57078

*State of South Dakota
Office of the Secretary of State*

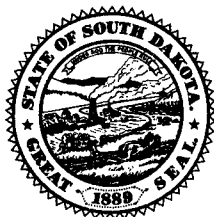
Filed in the office of the Secretary of State on: **Wednesday, January 05, 2011**



Secretary of State

Fee Received: \$30.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

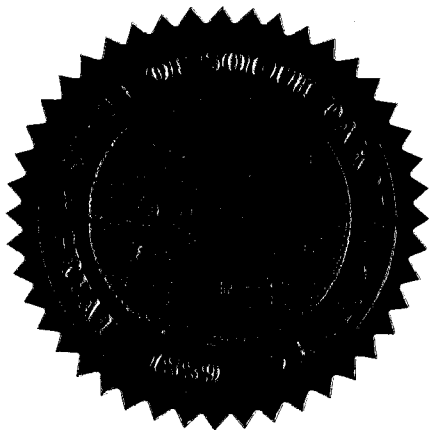
Certificate of Incorporation Nonprofit Corporation

ORGANIZATIONAL ID #: NS014500

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION** duly signed and verified, pursuant to the provisions of the South Dakota Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 5, 2011.



Jason M. Gant
Secretary of State

Cert of Incorp Non Profit Merge

379 5723 01/11/2011
FILED this 5th day of Jan. 2011
John J. Sant
SECRETARY OF STATE

RECEIVED
JAN 05 2011
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION
SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION

These Articles of Incorporation are executed by the undersigned for the purpose of forming a South Dakota Non-Profit Corporation under SDCL 47-22, the South Dakota Nonprofit Corporation Act.

ARTICLE ONE

Name

The name of the corporation is South Dakota State Soccer Referee Association hereinafter referred to as the "Corporation."

ARTICLE TWO

Term

The period of existence is perpetual unless dissolved according to law.

ARTICLE THREE

Members

The Corporation shall have no members.

ARTICLE FOUR

Exempt Status

The Corporation is a nonprofit organization organized and operated exclusively for fostering amateur sports competition, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law.

The Corporation is to receive and administer gifts of property for charitable, benevolent, human services, environmental, cultural, religious, civic, health, scientific and educational purposes. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all acts as are necessary or conducive to the attainment of any of the objects and purposes set forth in these Articles to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt

379 5724 01/11/2011

from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 2008, as amended, or the corresponding provision of any subsequent United States Internal Revenue law, or (b) an organization contributions to which are deductible under Sections 170, 2055, and 2522 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law. The Corporation shall be authorized to solicit, receive, and administer funds for the above purposes, but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes stated in these Articles.

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earning shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation shall be used and distributed exclusively for charitable and educational purposes.

If, at any time, the Corporation is classified as a private foundation under United States Internal Revenue laws, then the Corporation shall be subject to the following restrictions except where otherwise provided by a court of competent jurisdiction:

(1) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding

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provisions of any subsequent federal tax laws.

ARTICLE FIVE

Prohibited Activities

No part of the earnings of the Corporation shall ever inure to the benefit of or be distributable to any director or individual having a personal or private interest in the activities of the Corporation, and no substantial part of the activities of the Corporation shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statement), any political campaign on behalf of any candidate for public office. No officer, director, or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the Corporation.

ARTICLE SIX

Liabilities

No officer or director of the corporation shall be personally liable for the debts or obligations of the corporation to any extent whatsoever.

ARTICLE SEVEN

Board of Directors

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. There shall be a minimum of three (3) directors and a maximum of seventeen (17) directors as determined by the Board of Directors. The initial directors of the Corporation shall be:

- (1) Guy McNeely, of 105 Jerry Street, Yankton, South Dakota;
- (2) Mark Gauthier, of 819 Candlewood Lane, Brookings, South Dakota; and
- (3) Chad Landis, of 1511 Brentwood Street, Rapid City, South Dakota.

These individuals shall act as the directors of the Corporation until the election of their successors at the first annual meeting scheduled to be held no later than January 31, 2011. Members of the initial Board of Directors shall elect subsequent members of the Board by majority vote on at least an annual basis. The qualifications, election procedure, tenure, powers, and duties of the Board of Directors shall be as provided in the Corporation's By-Laws.

ARTICLE EIGHT

Dissolution

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes stated in Article Three and only such objects and purposes; and, provided further, that such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue Laws; and (b) contributions to which are deductible under the provisions of Sections 170, 2055, and 2522 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws.

ARTICLE NINE

Reservation of Rights

The Corporation, through its Board of Directors, reserves the right to amend, alter, or repeal any provisions contained in this Article of Incorporation in a manner now or later prescribed by applicable statutes, and all rights conferred in these Articles are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws.

ARTICLE TEN

Registered Agent

The name and address of the corporation's registered agent is: Sheila S. Woodward, 200 W. Third Street, PO Box 667, Yankton, South Dakota 57078.

ARTICLE ELEVEN

Incorporators

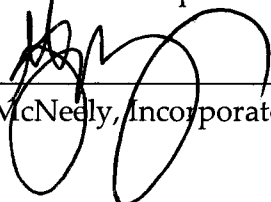
The names and address of the incorporators:

Guy McNeely	105 Jerry Street	Yankton, SD 57078
Mark Gauthier	819 Candlewood Lane	Brookings, SD 57006
Chad Landis	1511 Brentwood Street	Rapid City, SD 57701

These Articles may be amended in the manner authorized by law at the time of amendment.

Executed this 19 day of December, 2010.

Signatures of Incorporators:

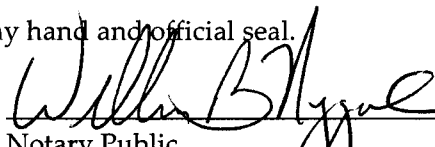


Guy McNeely, Incorporator

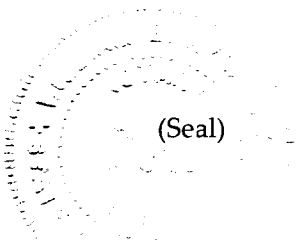
STATE OF SOUTH DAKOTA)
 : §
COUNTY OF YANKTON)

On this the 19 day of December, 2010, before me, the undersigned officer, personally appeared **Guy McNeely**, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.



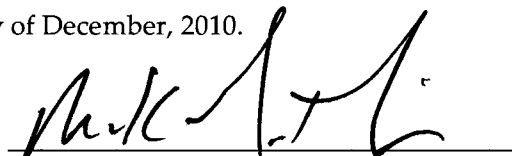
Notary Public
My commission expires 12-7-14



(Seal)

379 5728 01/11/2011

Executed this 16 day of December, 2010.

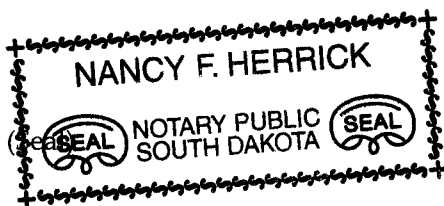

Mark Gauthier, Incorporator

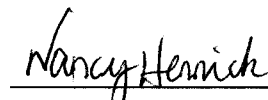
STATE OF SOUTH DAKOTA)

COUNTY OF Brookings): §
)

On this the 16 day of December, 2010, before me, the undersigned officer, personally appeared **Mark Gauthier**, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for purposes therein contained.

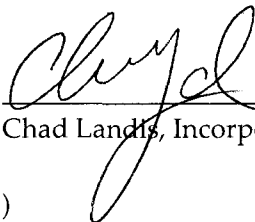
In witness whereof, I hereunto set my hand and official seal.





Notary Public
My commission expires: 10/29/2013

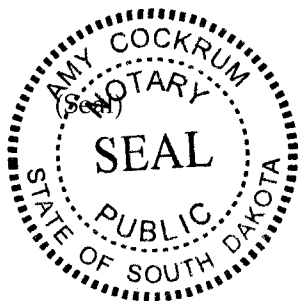
Executed this 20 day of December, 2010.

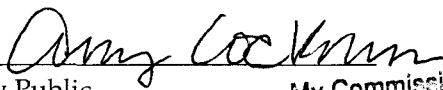

Chad Landis, Incorporator

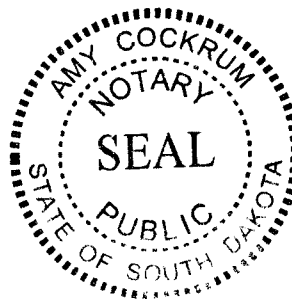
STATE OF SOUTH DAKOTA)
 :§
COUNTY OF Pennington)

On this the 20th day of December, 2010, before me, the undersigned officer, personally appeared **Chad Landis**, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.



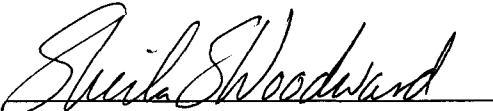

Notary Public My Commission Expires
My commission expires: March 31, 2011



CONSENT OF REGISTERED AGENT

I, **Sheila S. Woodward**, do hereby consent to the appointment of registered agent of South Dakota State Soccer Referee Association.

Dated this 3rd day of January, 2010.


Sheila S. Woodward

2012

Enter Filing Year

ANNUAL REPORT

FILE DATE 01/05/2012

Secretary of State Office

500 E Capitol Ave

Pierre, SD 57501

(605)773-4845

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

RECEIPT NO 15473

1. Corporate Name and Address:

NS014500

SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION

105 JERRY STREET

YANKTON, SD 57078

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

105 JERRY STREET

Street Address

YANKTON

City

SD

State

57078

ZIP+4

Mailing Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

SHEILA S. WOODWARD

200 W THIRD STREET

Street Address or Rural Route Box Number in This State and

YANKTON

City

SD

State

57078-4323

ZIP+4

PO BOX 667

Mailing Address in This State, if Different from Street Address

YANKTON

City

SD

State

57078-0667

ZIP+4

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least three director.



GUY MCNEELY

President

105 JERRY STREET

Street Address

YANKTON

City

SD

State

57078

ZIP+4



CHAD LANDIS

Vice President

1511 BRENTWOOD STREET

Street Address

RAPID CITY

City

SD

State

57701

ZIP+4



TOM HILSENDEGER

Secretary

39774 133RD ST

Street Address

BATH

City

SD

State

57427

ZIP+4



MARK S. GAUTHIER

Treasurer

819 CANDLEWOOD LANE

Street Address

BROOKINGS

City

SD

State

57006

ZIP+4



Director

Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 01/05/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

MARK S GAUTHIER

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

FILE 12/28/2012

RECEIPT NO 84309

1. Corporate Name and Address:

NS014500
SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION
105 JERRY STREET
YANKTON, SD 57078

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

105 JERRY STREET	YANKTON	SD	57078
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4
-----------------	------	-------	-------

4. The name of the South Dakota Registered Agent

Agent Name: SHEILA S. WOODWARD

200 W THIRD STREET	YANKTON	SD	57078-4323
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO BOX 667	YANKTON	SD	57078-0667
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least three director.

☒	GUY MCNEELY	105 JERRY STREET	YANKTON	SD	57078
	President	Street Address	City	State	ZIP+4
☒	CHAD LANDIS	1511 BRENTWOOD STREET	RAPID CITY	SD	57701
	Vice President	Street Address	City	State	ZIP+4
☐	TOM HILSENDEGER	39774 133RD ST	BATH	SD	57427
	Secretary	Street Address	City	State	ZIP+4
☒	MARK S. GAUTHIER	819 CANDLEWOOD LANE	BROOKINGS	SD	57006
	Treasurer	Street Address	City	State	ZIP+4
☐					
	Director	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Date 12/28/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

MARK GAUTHIER

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

FILE 1/2/2014

RECEIPT NO 165139

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

1. Corporate Name and Address:

NS014500
SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION
105 JERRY STREET
YANKTON, SD 57078

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

105 JERRY STREET YANKTON SD 57078

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: SHEILA S. WOODWARD

200 W THIRD STREET YANKTON SD 57078-4323

Street Address or Rural Route Box Number in This State and City State ZIP+4

PO BOX 667 YANKTON SD 57078-0667

Mailing Address in This State, if Different from Street Address City State ZIP+4

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least three director.

☒	GUY MCNEELY	105 JERRY STREET	YANKTON	SD	57078
	President	Street Address	City	State	ZIP+4
☒	CHAD LANDIS	1511 BRENTWOOD STREET	RAPID CITY	SD	57701
	Vice President	Street Address	City	State	ZIP+4
☐	TOM HILSENDEGER	39774 133RD ST	BATH	SD	57427
	Secretary	Street Address	City	State	ZIP+4
☒	MARK S. GAUTHIER	819 CANDLEWOOD LANE	BROOKINGS	SD	57006
	Treasurer	Street Address	City	State	ZIP+4
☐					
	Director	Street Address	City	State	ZIP+4

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Date 01/02/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

MARK S. GAUTHIER

(Printed Name)

2015

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

FILE DATE 1/4/2015

RECEIPT NO 259603

1. Corporate Name and Address:

NS014500
SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION
105 JERRY STREET
YANKTON, SD 57078

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

105 JERRY STREET YANKTON SD 57078

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: SHEILA S. WOODWARD

200 W THIRD STREET YANKTON SD 57078-4323

Street Address or Rural Route Box Number in This State and City State ZIP+4
PO BOX 667 YANKTON SD 57078-0667

Mailing Address in This State, if Different from Street Address City State ZIP+4

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least three director.

☒	GUY MCNEELY	105 JERRY STREET	YANKTON	SD	57078
	President	Street Address	City	State	ZIP+4
☒	CHAD LANDIS	1511 BRENTWOOD STREET	RAPID CITY	SD	57701
	Vice President	Street Address	City	State	ZIP+4
☐	TOM HILSENDEGER	39774 133RD ST	BATH	SD	57427
	Secretary	Street Address	City	State	ZIP+4
☒	MARK S. GAUTHIER	819 CANDLEWOOD LANE	BROOKINGS	SD	57006
	Treasurer	Street Address	City	State	ZIP+4
☐					
	Director	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 01/04/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

MARK S GAUTHIER

(Printed Name)

2016

Enter Filing Year

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT

DOMESTIC NONPROFIT

SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

FILE DATE 12/18/2015

RECEIPT NO 361319

1. Corporate Name and Address:

NS014500

SOUTH DAKOTA STATE SOCCER REFEREE ASSOCIATION

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

105 JERRY STREET	YANKTON	SD	57078
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Actual Street Address or Rural Route Box Number	City	State	ZIP+4
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Mailing Address, if Different from Street Address	City	State	ZIP+4
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4. The name of the South Dakota Registered Agent

Agent Name: SHEILA S. WOODWARD

200 W THIRD STREET	YANKTON	SD	57078-4323
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Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
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PO BOX 667	YANKTON	SD	57078-0667
------------	---------	----	------------

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
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5. The names and addresses of its principal officers and directors (governors). South Dakota Law requires at least three directors.

☒	GUY MCNEELY	105 JERRY STREET	YANKTON	SD	57078
	President	Actual Street Address	City	State	ZIP+4

☒	CHAD LANDIS	1511 BRENTWOOD STREET	RAPID CITY	SD	57701
	Vice President	Actual Street Address	City	State	ZIP+4

☐	TOM HILSENDEGER	39774 133RD ST	BATH	SD	57427
	Secretary	Actual Street Address	City	State	ZIP+4

☒	MARK S. GAUTHIER	819 CANDLEWOOD LANE	BROOKINGS	SD	57006
	Treasurer	Actual Street Address	City	State	ZIP+4



Director	Actual Street Address	City	State	ZIP+4
----------	-----------------------	------	-------	-------

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.

Dated 12/18/2015

Signature Accepted Electronically
(Signature of an Authorized Person)
MARK GAUTHIER
(Printed Name)