

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERMONT PATRIOTS INC

ARTICLE I
Name

The name of the corporation shall be Vermont Patriots Inc.

ARTICLE II
Public Benefit Corporation

This corporation is a public benefit corporation, formed pursuant to Title 11B of the Vermont Statutes Annotated.

ARTICLE III
Registered Office and Registered Agent

The initial registered office of the corporation shall be 201 Juniper Drive, in the City of South Burlington, County of Chittenden, and State of Vermont, and the initial registered agent at such address shall be Mr. Irjasen Sunj.

ARTICLE IV
No Members

This corporation shall not have members.

ARTICLE V
Purpose

The corporation is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as the same now exists or as it may be amended from time to time (the "Code") and the regulations promulgated thereunder, or any successor statute or the corresponding provisions of any future federal tax code; including, but not limited to, (a) providing youth in the Greater Burlington, Vermont region with the opportunity to participate in competitive athletic events, including, but not limited to, organized soccer competitions, under the supervision of qualified adults who comprise the coaching staff, regardless of their ability to pay; (b) providing youth who participate in the competitive athletic events facilitated by the corporation with educational instruction in various subject areas deemed beneficial to those youth, including, without limitation, wellness, energy

and environmental conservation, and financial literacy, regardless of their ability to pay; (c) fostering and supporting cultural exchange and positive relations among youth and adult residents of the Greater Burlington, Vermont region, including, without limitation the various communities of immigrants and refugees within the region; and (d) engaging in any other activity that may be lawfully conducted by a corporation organized under Title 11B of the Vermont Statutes and qualifying as an exempt organization under Section 501(c)(3) of the Code and the regulations promulgated thereunder, or any successor statute or the corresponding provisions of any future federal tax code, exclusively for charitable, civic, educational, cultural, and amateur athletic purposes.

ARTICLE VI
Conditions, Restrictions, and Limitations

- 6.1 No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no director or officer of the corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- 6.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
- 6.3 The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- 6.4 Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder (or any successor statute or the corresponding provisions of any future federal tax code), or by an organization, contributions to which are deductible under Sections 170, 2055, and 2522 of the Code and the regulations promulgated thereunder (or any successor statutes or the corresponding provisions of any future federal tax code).
- 6.5 All powers of the corporation shall be exercised only in such manner as will assure the operation of the corporation exclusively for the purposes set forth in Article V, as so defined, it being the intention that this corporation shall be exempt from federal income tax and contributions to it shall be deductible pursuant to Section 501(c)(3) of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- 6.6 Upon the dissolution of the corporation and the winding up of its affairs, the assets of the corporation remaining after providing for the payment of its debts and obligations shall be distributed by the board of directors for one or more exempt purposes within the

meaning of Section 501(c)(3) of the Code and the regulations promulgated thereunder (or any successor statute or the corresponding provisions of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any remaining assets not so distributed by the board of directors shall be so distributed by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VII
Director Liability

To the extent permitted by the Vermont Nonprofit Corporation Act, as the same may be supplemented, replaced, or amended, no director of the corporation shall be personally liable to the corporation or its members for monetary damages for any action taken, or any failure to take action, solely as a director, based on a failure to discharge his or her own duties in accordance with the Vermont Nonprofit Corporation Act, as the same may be supplemented, replaced, or amended.

ARTICLE VIII
Incorporator

The name and address of the incorporator is as follows:

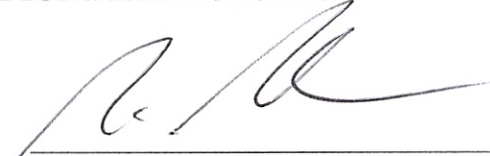
<u>Name</u>	<u>Address</u>
Irjasen Sunj	201 Juniper Drive South Burlington, VT 05403

ARTICLE IX
Effective Date

These Amended and Restated Articles of Incorporation shall be effective upon their filing with the Vermont Secretary of State.

Executed on behalf of the corporation as of this 31 day of January, 2018.

VERMONT PATRIOTS INC

By: 

Nicholas Alexander Martel, President

CERTIFICATE TO ACCOMPANY THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF VERMONT PATRIOTS INC

Pursuant to 11B V.S.A. § 10.06, Vermont Patriots Inc hereby presents the attached Amended and Restated Articles of Incorporation and certifies as follows:

ARTICLE I

The name of the corporation is Vermont Patriots Inc.

ARTICLE II

The Amended and Restated Articles of Incorporation attached hereto contain amendments to the Articles of Incorporation requiring approval by the corporation's board of directors. The board of directors adopted by the Amended and Restated Articles of Incorporation by unanimous written consent in lieu of meeting dated as of the 31 day of January, 2017, which was sufficient for approval. The amendments are set forth in full in the attached Amended and Restated Articles of Incorporation.

ARTICLE III

The corporation does not, and will not, have any members, nor do the Amended and Restated Articles of Incorporation require approval by any other person.

ARTICLE IV

The Amended and Restated Articles of Incorporation shall take effect upon their filing with the Vermont Secretary of State.

Dated as of this 31 day of January, 2018.

VERMONT PATRIOTS INC

By:



Nicholas Alexander Martel, President