

*I, Ken Hechler, Secretary of State of the  
State of West Virginia, hereby certify that*

by the provisions of Chapter 31, Article 1, Sections 27 and 28 of the West Virginia  
Code, the Articles of Incorporation of

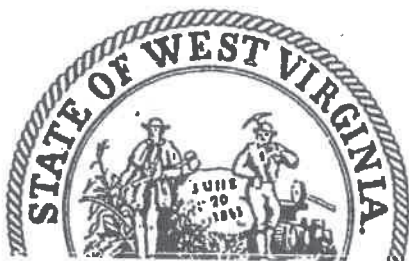
JEFFERSON COUNTY YOUTH FOOTBALL, INC.

conform to law and are filed in my office. I therefore declare the organization to  
be a Corporation for the purposes set forth in its Articles, with the right of perpetual  
existence, and I issue this

CERTIFICATE OF INCORPORATION

to which I have attached a duplicate original of the Articles of Incorporation.

*Given under my hand and the  
Great Seal of the State of  
West Virginia, on this*



Seventeenth

*day of*

June

*19* 93

FILED  
JUN 17 1993  
IN THE OFFICE OF  
SECRETARY OF STATE  
WEST VIRGINIA

ARTICLES OF INCORPORATION  
OF  
JEFFERSON COUNTY YOUTH FOOTBALL, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 31 of the laws of the State of West Virginia, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is: JEFFERSON COUNTY YOUTH FOOTBALL, INC.

ARTICLE II  
INITIAL REGISTERED OFFICE AND AGENT

The principal office or place of business of said corporation will be located at the County Commission Room, in the Jefferson County Courthouse, Washington Street, Charles Town, West Virginia 25414, and notice or service of process shall be sent to James Pierson, 103 George Circle, Charles Town, West Virginia 25414.

ARTICLE III  
NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of West Virginia. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE IV  
PURPOSES

The corporation is organized and shall be operated exclusively for, the following purposes:

A. To operate exclusively for charitable or educational purposes including providing a recreational sport for the youth of Jefferson County.

B. To receive donations, gifts or grants from private and public source and to acquire by gift, purchase or otherwise and to hold, own, equip, operate, maintain and possess real estate and

personal property and to mortgage, pledge, grant, bargain and sell the same; and to provide an educational experience for the youth of Jefferson County, West Virginia through a recreational team sport; to provide equipment and supplies for the Jefferson County Youth Football Teams in Jefferson County, West Virginia; and to transact any or all lawful business for which corporations may be incorporated under the corporation laws of the State of West Virginia.

ARTICLE V  
REGULATION OF INTERNAL AFFAIRS

The following additional provisions are inserted for the regulation of the affairs of the corporation:

1. Legislative and Political Activities. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, (except as permitted in Section 501(i) of the Internal Revenue Code) and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

2. Distribution of Assets on Dissolution. Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force and afterwards amended, as the Directors of the corporation shall determine. Any such assets not so distributed shall be distributed by the Circuit Court of Jefferson County, West Virginia, as in the judgment of such Court will best accomplish the general purposes for which the corporation was organized.

3. Prohibited Activities.

(a.) The corporation shall not engage in any act or self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b.) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c.) 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 1954, or corresponding provisions of any subsequent Federal tax laws.

(d.) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

4. Accumulation of Income. The corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.



5. Trade or Business. The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

6. Distribution of Earnings. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.

7. Compensation. No compensation shall be paid to any member, officer, director, trustee, creator, or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

8. Public Purpose. The corporation is organized to serve public interests and shall not be operated for the benefit of private interests or persons controlled directly or indirectly by such private interests.

#### ARTICLE VI LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members or Officers, but 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 IV (Purposes) hereof.

#### ARTICLE VII TAX EXEMPT

It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. All references in these Articles to Sections of the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Said corporation is organized exclusively for charitable, religious, educational, and scientific 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, or corresponding section of any future federal tax code.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or to 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 Article Four hereof. No substantial part of the activities of the corporation shall 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or corresponding section 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 such assets not so disposed of by the Court of Common Pleas 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.

ARTICLE VIII  
MEMBERSHIP

The corporation shall not have authority to issue capital stock and the membership of this corporation shall consist of those persons who shall have applied for membership and shall have met the conditions as provided for by the By-Laws of this corporation.

In the event any of the assets of the corporation shall consist of real property, whether acquired by gift or purchase, the Board of Directors shall be authorized to lease, rent, remise, sell, mortgage or otherwise encumber the same for such price, upon such terms and conditions, either at public or private sale as a majority of the Board of Directors attending a meeting duly called for such purpose shall direct without first obtaining direction, authorization, approval or confirmation by the membership of the corporation; EXCEPT HOWEVER, where the terms or conditions of the gift or purchase of such real property shall otherwise direct, any lease, rent, remise, sale, mortgage or encumbrance shall be in strict accordance with the terms and conditions of such gift or purchase.

But, before the Board of Directors shall act to lease, rent, remise, sell, mortgage or otherwise encumber any of its real property, ten (10) days written notice stating the time and place and purpose of such meeting shall be given to each member of the Board of Directors, describing in general terms the real property to be so affected. And no such action shall be voted upon by the Board of Directors unless a quorum of the Board of Directors, as defined by the By-Laws of the corporation, shall attend such meeting.

ARTICLE IX  
DURATION

The existence of this corporation is to be perpetual.



ARTICLE X  
INCORPORATORS AND BOARD OF DIRECTORS

The names and addresses of the ten (10) incorporators and initial Board of Directors are as follows:

James Pierson	103 George Circle Charles Town, WV 25414
Terry Maldeney	Rt. 3, Box 59C Charles Town, WV 25414
Sarah Pierson	201 E. 10th Avenue Ranson, WV 25438
Debbie Vickers	P.O. Box 873 Kearneysville, WV 25430
Dean Keller	Rt. 1, Box 552 Kearneysville, WV 25430
Debbie Fadeley	P. O. Box 186 Harpers Ferry, WV 25425
Keith Pierson	201 E. 10th Avenue Ranson, WV 25438
Dwight Jackson	Rt. 1, Box 555 Harpers Ferry, WV 25425
Doug Walters	P. O. Box 369 Summit Point, WV 25446
Charles Jones	500 Peach Tree Drive Ranson, WV 25438

ARTICLE XI  
BYLAWS

Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII  
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with provisions of the law of the State of West Virginia, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

Given under our hands this 21 day of March,

1993.

James Pierson (SEAL)  
James Pierson

Terry L. Maldeney (SEAL)  
Terry Maldeney

Sarah Pierson (SEAL)  
Sarah Pierson

Debbie Vickers (SEAL)  
Debbie Vickers

Dean Keller (SEAL)  
Dean Keller

Debbie Fadeley (SEAL)  
Debbie Fadeley

Keith Pierson (SEAL)  
Keith Pierson

Dwight Jackson (SEAL)  
Dwight Jackson

Doug Walters (SEAL)  
Doug Walters

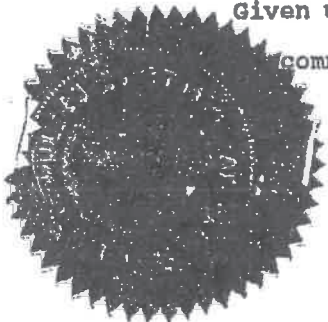
Charles Jones (SEAL)  
Charles Jones



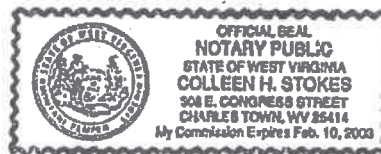
STATE OF WEST VIRGINIA,  
COUNTY OF JEFFERSON, to-wit:

I, Colleen H. Stokes, a Notary Public, in and for  
the County and State aforesaid, hereby certify that James Pierson,  
Terry Maldeney, Sarah Pierson, Debbie Vickers, Dean Keller, Debbie  
Fadeley, Keith Pierson, Doug Walters, Dwight Jackson, and Charles  
Jones whose names are signed to the writing hereto annexed, bearing  
date the 21 day of March, 1993, have this day  
acknowledged the same before me in my said County.

Given under my hand this 21 day of March, 1993.  
commission expires: Feb. 10, 2003.



Colleen H. Stokes  
Notary Public



This instrument was prepared by  
F. Samuel Byrer, Attorney at  
Law, Charles Town, West Virginia.  
dlb/#4114/football.art

STATE OF WEST VIRGINIA )  
COUNTY OF JEFFERSON )

IN THE CLERK'S OFFICE OF THE COUNTY COMMISSION

This Articles of Incorporation dated \_\_\_\_\_  
from State of West Virginia  
to Jefferson County Youth Football, Inc.  
was produced in this office and duly admitted to record.

Test,

John E. Ott  
Clerk of said Commission

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