

ARTICLES OF RESTATEMENT
OF LOUDOUN SOCCER

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement was LOUDOUN YOUTH SOCCER ASSOCIATION.
2. The Amended and Restated Articles of Organization are attached hereto.
3. The foregoing amendment(s) were adopted by the corporation on _____, 2016.
4. The adoption of the amendment(s) was duly approved by the board of directors by a vote of at least two-thirds of the directors in office. There are no members of the corporation with voting rights.

Executed in the name of the corporation by:

(Signature)

(Date)

(Printed Name)

(Title)

(Corporation's SCC ID No.)

(Telephone Number)

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LOUDOUN SOCCER**

Pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned states as follows:

Article I.

Name

The name of the corporation is Loudoun Soccer.

Article II.

Purpose

The purpose for which this corporation is organized is to engage in any lawful business as provided for in Section 13.1-825 of the Code of Virginia.

Article III.

Registered Office and Agent

The post office address of the registered office in Virginia is 19798 Sycolin Rd, Leesburg, Virginia 20175, which is located in the Loudoun County, Virginia.

The registered agent's name is David L. Chamowitz, whose business address is 118 North Alfred Street, Alexandria, Virginia 22314. The registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.

Article IV.

Principal Office

The post office address of the principal office where the records will be maintained pursuant to Virginia Code § 13.1-932 is 19798 Sycolin Rd, Leesburg, Virginia 20175.

Article V.

Duration

The corporation is of unlimited duration.

Article VI.
Indemnification

Each person now or hereafter a director or officer of Loudoun Soccer (and his or her heirs, executors, and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs, and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding, or claim to which he or she is, or may be made, a party by reason of his or her being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him or her), except in relation to the matters as to which he or she shall have been finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer. In the event of any other judgment against such director or officer, or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised by independent counsel to be appointed by the directors, that in its opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement was, or is, in the best interest of the corporation. Such right of indemnification shall not be deemed exclusive of any rights to which he or she may be entitled under any bylaw, vote, or other agreement of the directors, or otherwise.