

SECOND RESTATED ARTICLES OF INCORPORATION OF
MUSTANG SOCCER LEAGUE, INC.,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

The undersigned certify that:

1. They are the President and Treasurer, respectively, of Mustang Soccer League, Inc., a California Nonprofit Public Benefit Corporation.

2. Articles of Incorporation of this corporation are amended and restated to read as follows:

A. NAME. The name of the corporation is the Mustang Soccer League, Inc.

B. APPLICABLE LAW. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

C. PURPOSE.

1. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable persons.

2. The specific purpose of this corporation shall be to foster amateur youth soccer and to carry on other charitable activities associated with this goal as allowed by law.

3. This corporation is organized exclusively for charitable purposes, limited to fostering amateur youth soccer within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

D. TAX EXEMPT STATUS.

1. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)(9)), and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

2. All corporate property is irrevocably dedicated to the purpose set forth in Article 2. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

3. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable purposes, limited to fostering amateur youth soccer; if the organization has established its tax-exempt status under Internal Revenue Code §501(c)(3) (or corresponding provisions of any future Internal Revenue Code law); and has established its tax-exempt status under Revenue and Taxation Code §23701d (or the corresponding section of any future Revenue and Taxation Code law); and satisfies the requirements of Revenue and Taxation Code §214.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December _____, 2010.

DAVID TERZOLO

PAUL CLARK