

**ARTICLES OF INCORPORATION
OF
EASTVIEW LIGHTNING TOUCHDOWN CLUB**

I, the undersigned, being of full age, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be Eastview Lightning Touchdown Club (hereinafter "Corporation").

**ARTICLE II
NONPROFIT CORPORATION**

This Corporation is organized under Minnesota Statutes Chapter 317A, the Minnesota Nonprofit Corporation Act.

**ARTICLE III
PURPOSE**

This Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation shall not be operated for profit but shall be operated exclusively for charitable purposes.

The specific purposes of this Corporation are to provide financial support to the public high school football program at Eastview High School in Apple Valley Minnesota, and to encourage good sportsmanship and develop community and team unity and a sense of pride and community tradition relating to the public high school football program. Eastview High School is a public high school within the Rosemount-Apple Valley-Eagan Minnesota School District, also known as District 196. District 196 serves approximately 28,000 students in early childhood programs through 12th grade and is Minnesota's fourth largest school district.

**ARTICLE IV
POWERS**

Section 4.1. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this Corporation shall be carried on, and all funds of this Corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, educational, religious, or scientific purposes directly or indirectly benefitting this Corporation, (but no requirement

that principal be expended other than at the direction of the Board of Directors is hereby created), and in such manner that no part of the net earnings of this Corporation will in any event inure to the benefit of any officer or director of this Corporation or of any other corporation, organization, foundation, fund or institution, or any other individual (except that reasonable compensation may be paid for services rendered to or for this Corporation in furtherance of one or more of its purposes, and except also that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, educational, religious or scientific purposes in furtherance of the objects and purposes of this Corporation which are otherwise permitted under the Internal Revenue Code of 1986, as amended, and regulations issued thereunder).

Section 4.2. This Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of this Corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this Corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 4.3. No amount shall be expended as a grant for travel, study, or other similar purposes by any individual unless such grant satisfies the requirements of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 4.4. No officer or director of this Corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this Corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the directors or officers of this Corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE V

NONDISCRIMINATION

This Corporation shall not unlawfully discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, sexual orientation, disability or age.

ARTICLE VI
INUREMENT OF INCOME

This Corporation does not and shall not afford pecuniary gain incidentally or otherwise to any private individual. Within the meaning of Section 501(c)(3) of the Internal Revenue Code, no part of the net earnings of the Corporation shall inure to the benefit of any director or officer or any private individual; provided, however, that nothing herein shall prohibit, among other things, the payment of reasonable compensation for services rendered to or for the Corporation in the performance of its charitable purposes.

ARTICLE VII
REGISTERED OFFICE

The registered office of this Corporation shall be:

Eastview Lightning Touchdown Club
Eastview High School
6200 140th Street West
Apple Valley, MN 55124

ARTICLE VIII
MEMBERS

This Corporation shall have members as set forth in its Bylaws.

ARTICLE IX
DIRECTORS

Section 9.1. The management of this Corporation shall be vested in a Board of Directors.

Section 9.2. The number, qualifications, and terms of office of the directors shall be fixed by the Bylaws of this Corporation, but there shall not be less than three (3) directors.

Section 9.3. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication to the extent permitted under the Minnesota Nonprofit Corporation Act by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present.

ARTICLE X
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, transfer the remaining assets of the Corporation to Eastview High School in Apple Valley, MN, if such school remains a public school. If Eastview High School is not a public school at the time of the dissolution of the Corporation, the remaining assets of the Corporation shall be distributed to an organization that the Board of Directors of this Corporation determines to be best calculated to carry out the objects and purposes for which this Corporation is formed; provided, however, that none of the property or assets of this Corporation shall be distributed for purposes other than exclusively for religious, charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Code or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

ARTICLE XI
AMENDMENT

Section 11.1. Amendments to these Articles must be approved by the Board of Directors and by the Members of this Corporation.

Section 11.2. When authorized by the Members, these Articles may be amended by the Board of Directors by the affirmative vote of a majority of the Directors then in office who are present and entitled to vote at a duly held meeting of the Board of Directors for which notice of the meeting and the proposed amendment have been given.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator of this Corporation is:

Greg Johnson
Eastview Lightning Touchdown Club
Eastview High School
6200 140th Street West
Apple Valley, MN 55124

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this ____ day of _____, 2008.

Incorporator