

STATE OF SOUTH DAKOTA



OFFICE OF THE SECRETARY OF STATE

Certificate of Incorporation

I, LORNA B. HERSETH, Secretary of State of the State of South Dakota, hereby certify that duplicate originals of the Articles of Incorporation of
..... **WATERTOWN HOCKEY ASSOCIATION, INC.**
duly signed and verified, pursuant to the provisions of the South Dakota Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation of **WATERTOWN HOCKEY ASSOCIATION, INC.**
.....
and attach hereto a duplicate original of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this 29th day of

November

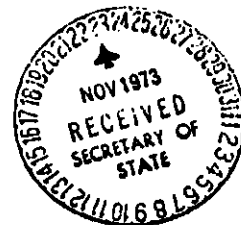
A. D. 19, 73

Lorna B. Hersth
Secretary of State

Assistant



ARTICLES OF INCORPORATION
OF
WATERTOWN HOCKEY ASSOCIATION, INC.



Executed by the undersigned for the purpose of forming
a South Dakota corporation under SDCL Chapters 47-22 to 47-28,
the South Dakota Non-Profit Corporation Act.

ARTICLE I

The name of the corporation is WATERTOWN HOCKEY
ASSOCIATION, INC.

ARTICLE II

The period of existence is perpetual.

ARTICLE III

The purposes for which the corporation is organized
are to promote, including the raising of funds, the popularity
of the game of ice hockey in the City of Watertown, South Dakota,
especially among its youth; and to assist in the establishment,
development and operation of a recreational hockey league in
the City of Watertown, South Dakota.

ARTICLE IV

This being an educational and charitable corporation
organized under SDCL 47-22, such corporation having no capital
stock and no shares of stock, the members of the corporation
shall consist of those persons who have qualified for member-
ship as provided by the Bylaws of the corporation.

Filed this 39th day of
November 19 73
James B. Smith
SECRETARY OF STATE

ARTICLE V

The address of the registered office of the corporation is 125 South Broadway, Watertown, South Dakota and the name of its initial registered agent at such address is Cale E. Neal.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is seven, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|------------------------------------------------------------------------|
| J. Douglas Austin | 14 Northeast Tenth Avenue Watertown, South Dakota 908 North Park |
| Darrel G. Arbogast | Watertown, South Dakota 910 North Maple |
| John L. Foley | Watertown, South Dakota 56 Northwest Tenth Avenue |
| Bernie H. P. Hanson | Watertown, South Dakota 323 Northwest Fifth Avenue |
| Duke Grossman | Watertown, South Dakota 1130 Crestview Drive |
| Gerald Y. Fishman | Watertown, South Dakota 502 Northeast Fifth Avenue |
| Cale E. Neal | Watertown, South Dakota |

ARTICLE VII

The name and address of each incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|------------------------------------------------------------------------|
| J. Douglas Austin | 14 Northeast Tenth Avenue Watertown, South Dakota 908 North Park |
| Darrel G. Arbogast | Watertown, South Dakota 910 North Maple |
| John L. Foley | Watertown, South Dakota |

Bernie H. P. Hanson
Duke Grossman
Gerald Y. Fishman
Cale E. Neal

56 Northwest Tenth Avenue
Watertown, South Dakota
323 Northwest Fifth Avenue
Watertown, South Dakota
1130 Crestview Drive
Watertown, South Dakota
502 Northeast Fifth Avenue
Watertown, South Dakota

ARTICLE VIII

The private property of the members of this corporation shall not be liable for its corporation debts.

ARTICLE IX

In the event of dissolution of this corporation, all remaining assets shall be distributed to any organization, the purpose of which is substantially in accord with the goals of the Watertown Hockey Association, Inc., if the organizations qualify for exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall, at the time, qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XI

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 any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office.

ARTICLE XII

Notwithstanding any other provisions of these Articles of Incorporation:

(a) All income of the corporation for each taxable year, for federal income tax purposes, shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Internal Revenue Code of 1954, as amended; and

(b) The corporation created hereby shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended; retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

These Articles may be amended in the manner authorized by law at the time of amendment.

Executed in duplicate on the 15th day of November, 1973.

Gerald Y. Fishman
Bernie H. P. Hanson
J. Douglas Austin
Cale E. Neal
Paul G. Arbogast
John L. Foley
William J. ...

STATE OF SOUTH DAKOTA
COUNTY OF CODINGTON ^{SS}

On this the 15th day of November, 1973, before me,
E. Elayne Jensen, the undersigned officer, personally appeared J. Douglas Austin, Darrel G. Arbogast, John L. Foley, Bernie H. P. Hanson, Duke Grossman, Gerald Y. Fishman, and Cale E. Neal

known to me or satisfactorily proven to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

(SEAL)

E. Elayne Jensen
E. Elayne Jensen
Notary Public, South Dakota
My Commission Expires: 4/10/78

Receipt No. 118525

Filed at Request of

File No. NS- 5460

Mr. J. D. Austin
Austin, Hinderaker & Hackett
Attorneys at Law
P. O. Box 766
Watertown, South Dakota 57201

Articles of Incorporation
of

WATERTOWN HOCKEY ASSOCIATION,
INC.

State of South Dakota }
Office of Secretary of State } ss.

Filed in the office of the Secretary of
State on the 29th day of November
1973.


Secretary of State

By _____
Assistant Secretary of State

Fee received \$20.00