

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU	
<p>RECEIVED</p> <p>Date Received SEP 02 1998</p> <p>MI DEPT. OF CONSUMER & INDUSTRY SERVICES CORPORATION, SECURITIES & LAND DEV. BUREAU</p>	<p style="text-align: right;">(FOR BUREAU USE ONLY)</p> <p style="text-align: right; font-size: 2em; font-weight: bold;">FILED</p> <p style="text-align: right; font-size: 0.8em;"> SEP 02 1998 TRANS 711918 Total \$ 00.00 </p> <p style="text-align: right; font-size: 0.8em;"> Administrator MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU </p> <p style="text-align: right; font-size: 0.8em;">Cops Drg & Fi Filing Fram</p>

Name Douglas A. Tull		
Address P.O. Box 180909		
City Utica	State MI	Zip Code 48318-0909

EFFECTIVE DATE:

↩ Document will be returned to the name and address you enter above ↪

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	ROCHESTER YOUTH SOCCER LEAGUE							
2. The identification number assigned by the Bureau is:	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; text-align: center;">7</td> <td style="width: 20px; text-align: center;">1</td> <td style="width: 20px; text-align: center;">1</td> <td style="width: 20px; text-align: center;">-</td> <td style="width: 20px; text-align: center;">9</td> <td style="width: 20px; text-align: center;">1</td> <td style="width: 20px; text-align: center;">8</td> </tr> </table>	7	1	1	-	9	1	8
7	1	1	-	9	1	8		
3. The location of the registered office is:								
P.O. Box 1313	Rochester , Michigan 48308-1313							
(Street Address)	(City) (ZIP Code)							

4. Articles ~~VII, VIII &~~ ^{IX are added to} ~~IX~~ the Articles of Incorporation is hereby amended to read as follows:

See attached sheet

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19_____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

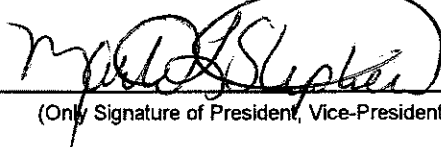
Signed this _____ day of _____, 19_____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 7th day of November, 19 97. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 25th day of August, 19 98

By 
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Martin L. Stephens President
(Type or Print Name) (Type or Print Title)

**AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
THE ROCHESTER YOUTH SOCCER LEAGUE**

ARTICLE VII

DEFINITION OF VOLUNTEER DIRECTOR AND OF NONDIRECTOR VOLUNTEER

For purposes of the Articles of Incorporation of the Rochester Youth Soccer League:

- (a) "Volunteer director" means a director who does not receive anything of more than nominal value from the Rochester Youth Soccer League for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director.
- (b) "Nondirector volunteer" means an individual, other than a volunteer director, performing services for a nonprofit corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

ARTICLE VIII

NONDIRECTOR VOLUNTEER LIABILITY

As permitted by MCL 450.2209(e), The Rochester Youth Soccer League assumes the liability for all acts or omissions of a nondirector volunteer occurring on or after the effective date of this Article, if all of the following are met:

- (i) The volunteer was acting, or reasonably believed he or she was acting, within the scope of his or her authority;
- (ii) The volunteer was acting in good faith;
- (iii) The volunteer's conduct did not amount to gross negligence or wilful or wanton misconduct;
- (iv) The volunteer's conduct was not an intentional tort;
- (v) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

ARTICLE IX

VOLUNTEER DIRECTOR

As permitted by MCL 450.2209(c), a volunteer member of the Board of Directors of the Rochester Select Soccer Club shall not be personally liable to the Rochester Youth Soccer League or its members for monetary damages for a breach of the Director's duty, except for liability for any of the following:

1. A breach of the Director's duty of loyalty to the Rochester Youth Soccer League;
2. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
3. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
4. A transaction from which the Director derived an improper personal benefit;
5. An act or omission that is grossly negligent.

A volunteer member of the Board of Directors shall only be personally liable for monetary damages for a breach of fiduciary duty as a Director to the Rochester Youth Soccer League to the extent set forth in this Article IX. Any repeal or modification of this Article IX by members of the Rochester Youth Soccer League shall not adversely affect any right or protection of any volunteer Director existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.