

## **Article 1**

Nashoba Youth Hockey Association, Inc.

## **Article II**

The purpose of the corporation is to operate a youth hockey program for the benefit of children and young adults in the towns of Westford and Littleton, Massachusetts, and the surrounding area (the "Service Area"), and in connection therewith:

- To develop character, sportsmanship, and physical fitness among the children and young adults of the Service Area;
- To emphasize the inclusion of new players and foster the mastery of fundamental skills by providing a supportive environment for player education;
- To promote, encourage and improve the standard of amateur ice hockey;
- To provide and/or promote suitable levels of competition for the children and young adults within the corporation's Service Area;
- To associate with other ice hockey associations;
- To attract and retain players and coaches to participate in sponsored or affiliated leagues, tournaments, clinics and camps;
- To sponsor continuous learning and improvement in each participating player; and
- To engage in such other activities as may be properly carried out by a corporation organized under Massachusetts Laws, Chapter 180, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **Article III**

The corporation is a membership corporation. The corporation shall have one class of members, the appointment, qualifications and rights of which shall be set forth in the bylaws.

## **Article IV**

As set forth in Continuation Sheet IV attached hereto.

## CONTINUATION SHEET IV

### NASHOBA YOUTH HOCKEY ASSOCIATION, INC.

**LIMITATIONS.** Notwithstanding any other provision of these Articles of Organization:

- (A) The corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Internal Revenue Code”), or the corresponding provision of any federal law;
- (B) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation’s directors, officers or other private persons, provided that the corporation may pay reasonable compensation for services actually rendered and may reimburse reasonable expenses actually incurred by any such persons, and may make payments and distributions, to the extent reasonable and necessary in furtherance of the purposes set forth in Article II above;
- (C) No substantial part of the activities of the corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office; and
- (D) The corporation shall not conduct any activities, nor exercise any power, not permitted to be conducted by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

By Laws. The Directors of the corporation may make, amend or repeal the by-laws in whole or in part, except with respect to any provision which by-law or the by-laws requires action by the members; provided, not later than the time of giving notice of the meeting of the members next following such amendment or repeal by the Directors, notice thereof stating the substance of such amendment or repeal shall be given to all members entitled to vote on amendments of the by-laws.

Partnership. The Corporation may be a partner in any general or limited partnership, joint venture or other business enterprise organized for the purposes of accomplishing any of the purposes contained in these Articles of Organization.

Contributions. The Corporation may solicit and receive contributions from any and all sources including funds received by gift or bequest.

## CONTINUATION SHEET IV

### NASHOBA YOUTH HOCKEY ASSOCIATION, INC.

**INDEMNIFICATION.** Except as provided herein, the corporation shall indemnify and advance expenses to its directors to the fullest extent permitted by law. Without limiting the foregoing, the corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability of a sort for which the personal liability of a director or officer may not be limited under Section 3 of Chapter 180 of the General Laws of Massachusetts; provided, however, that the Corporation's duty to so indemnify shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the board of directors of the Corporation. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not directors to the same extent as directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

**LIMITATION ON LIABILITY.** No officer or director shall be personally liable to this corporation, or to its members, for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a director or officer, to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to this corporation or its members (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to, or repeal of, this provision shall apply to, or have, any effect on the liability or alleged liability of any director or officer for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

**DISSOLUTION.** The existence of this corporation shall be perpetual unless sooner dissolved. If the corporation is dissolved under applicable law, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement or other document) to one or more organizations organized and operated for religious, charitable, scientific, literary, educational or other purpose set forth in Section 501(c)(3) of the Internal Revenue Code, for the purposes similar to those set forth in these Amended and Restated Articles of Organization, as a court of competent jurisdiction may approve.