

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ARIZONA AMATEUR HOCKEY ASSOCIATION
an Arizona Nonprofit Corporation**

ARTICLE I

Name. The name of the corporation shall be: **ARIZONA AMATEUR HOCKEY ASSOCIATION.**

ARTICLE II

The known place of business shall be 3003 North Central Avenue, Suite 1000, Phoenix, Arizona 85012 or as otherwise determined by the Board of Directors from time to time.

ARTICLE III

Purpose. The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

Initial Business. Said corporation is organized exclusively to establish a nonprofit association for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the distribution of funds and provision of services, for such purposes, to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director, or officer of the corporation, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE VI

Upon dissolution, and after paying or making provision for the payment of all liabilities of the corporation, the assets of the corporation shall be distributed to another organization (selected by the Board of Directors) that is organized and operates for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Superior Court of Maricopa County, Arizona, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

To the full extent now or hereafter permitted by law, the corporation shall indemnify and advance expenses of its directors for liabilities, as defined in A.R.S. § 10-3850, as described herein. A director shall not be personally liable to the corporation, or its members, for monetary damages for any action taken or any failure to take any action, if done in good faith and in furtherance of the corporation's best interests, except liability for any of the following:

- (a) The amount of a financial benefit received by a director to which the director is not entitled;
- (b) An intentional infliction of harm on the corporation or its members;
- (c) A violation of A.R.S. § 10-3833; and/or
- (d) An intentional violation of criminal law.

Any repeal or modification of this paragraph shall not adversely affect any right or protection of a director with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE VIII

The annual meeting is to be held at a place within or without the state as fixed by the bylaws and/or notice as required by Arizona law.

ARTICLE IX

Statutory Agent. The name and address of the Arizona statutory agent is:

MATTHEW A. KLOPP
WONG & CARTER, P.C.
3003 NORTH CENTRAL AVENUE, SUITE 1000
PHOENIX, AZ 85012

Acknowledgement of appointment:

I, MATTHEW A. KLOPP, consent to designation as the Statutory Agent for this corporation and to accept service of process on its behalf until I am removed or resign.

Statutory Agent's Acknowledgment:

By _____
Matthew A. Klopp
WONG & CARTER, P.C.
3003 North Central Avenue, Suite 1000
Phoenix, Arizona 85012

ARTICLE X

- (a) The power to alter, amend, or repeal the bylaws, or adopt new bylaws, shall be vested and reserved to the Board of Directors or a super majority of the members.
- (b) In addition to Arizona Revised Statutes provisions, a special meeting may be called by:
 - (i) any two (2) executive officers; or
 - (ii) in accordance with any provision in the bylaws.
- (c) Subject to these Articles, the right of members, or classes or members, to vote may be limited, enlarged, or denied to the extent provided in the bylaws.
- (d) Subject to the limitations fixed in these Articles, the bylaws shall fix the manner of election of directors.
- (e) A director may not be removed from office except upon the establishment of misfeasance, malfeasance, or nonfeasance, as determined by a majority of the directors and affirmed by a majority of the members, or upon finding of a majority of the members, or on provisions set forth in the bylaws.

ARTICLE XI

Board of Directors. There shall be no less than three (3) directors. The directors shall be appointed or elected, as provided below, to serve terms of two (2) years commencing/ending on the date of the annual meeting. The Board of Directors shall be constituted as follows:

Facility Directors. Each Ice Hockey Facility Member (as defined in the bylaws), regardless of the number of its sheets of ice, shall be represented by one (1) Facility Director. Facility Directors shall be voting directors. Each Facility Director shall be appointed by the subject Ice Hockey Facility Member. Notwithstanding the foregoing, in the event the Ice Hockey Facility Member also conducts hockey operations with enrolled participant members of USA Hockey, the Ice Hockey Facility Member must elect its Facility Director in a representative democratic election process pursuant to the then

operative USA Hockey Bylaws and any consistent bylaws established by the Board of Directors.

Member Organization Directors. Each Member Organization (as defined in the bylaws) shall be represented by one (1) Member Organization Director who shall represent the members of the Member Organization. Member Organization Directors shall be voting directors. The number of Member Organization Directors shall not be adjusted during a season. Each Member Organization Director shall be elected by the members of that Member Organization in a representative democratic election process pursuant to the then operative USA Hockey Bylaws and any consistent bylaws established by the Board of Directors. For purposes of electing a Member Organization Director, each member who has registered and paid for on-ice and scheduled activities within such Member Organization shall be entitled to one (1) vote, regardless of how many registered activities that member has participated in with the subject Member Organization. An individual member who has registered and paid for on-ice and scheduled activities with multiple Member Organizations shall be entitled to one (1) vote in the election conducted by each such Member Organization.

Officiating Directors. Each Officiating Member Organization (as defined in the bylaws), regardless of the number of constituent officials, shall be represented by one (1) Officiating Director. Officiating Directors shall be non-voting directors. Each Officiating Director shall be appointed by the subject Officiating Member Organization.

The names of the persons who are currently serving as directors until the next annual meeting are:

Brad McCaughey 10116 W. Sugar Sand Ln. Peoria, AZ 85383	Evan Gavrilles 2944 W. Kristal Way Phoenix, AZ 85027	Bruce Urban 2305 E. Knox Rd. Gilbert, AZ 85296
Kristy Aguirre 17743 E. Brooks Farm Rd. Gilbert, AZ 85298	Jennifer Triant 744 E. Gemini Pl. Chandler, AZ 85249	Scott Edwards 13436 N. 87 th St. Scottsdale, AZ 85260
Jim Curley 4017 E. Blanche Dr. Phoenix, AZ 85032	Jim Rogers 5026 E. Cheery Lynn Rd. Phoenix, AZ 85012	Shane Frost 7259 E. Onza Ave. Mesa, AZ 85212
Joth Jacobson 1085 N. Conifer Dr. Flagstaff, AZ 86001	Justin Rogers 3853 E. Thomas Rd. Phoenix, AZ 85018	Sherri Koshiol 1520 N. McClintock Rd. Tempe, AZ 85281
Tait Green 7210 N. 17 th Ave. Phoenix, AZ 85021	Tony Radke 4414 E. Duane Ln. Cave Creek, AZ 85331	Scott Shafer Address City, State Zip

Ryan DeJoe
2772 N. Bell Hollow Pl.
Tucson, AZ 85745

ARTICLE XII

This corporation shall have members. Pursuant to A.R.S. §§ 10-3601 and -3610, the bylaws shall establish: (a) the rights and obligations of the classes of membership; and (b) the criteria and procedures for admission of members and continuation of membership.

ARTICLE XIII

These Articles shall in all respects be considered senior and superior to the corporation's bylaws, with any inconsistency to be resolved in favor of the Articles, and the bylaws shall be deemed automatically amended from time to time to eliminate any inconsistency that may exist.

ARTICLE XIV

Incorporator. The Incorporator of this corporation at the time of the filing of the initial Articles of Incorporation was: Frederick G. Beyer, 5210 W. Harmont Dr., Glendale, Arizona.

IN WITNESS WHEREOF, the President and Secretary of Arizona Amateur Hockey Association, acting for and on behalf of the corporation, acknowledge under penalty of law that this document together with any attachments is submitted in compliance with Arizona law.

DATED this _____ day of _____, 2019.

ARIZONA AMATEUR HOCKEY ASSOCIATION,
an Arizona nonprofit corporation,

By: _____
Tim Reckell, its President

By: _____
Kristy Aguirre, its Secretary

ARIZONA AMATEUR HOCKEY ASSOCIATION
an Arizona Nonprofit Corporation

AGENDA FOR

SPECIAL MEETING OF MEMBERS

[date]

1. Call meeting to Order--Chairman.
2. Introduction of Officers and Directors.
3. Declaration of Quorum.
4. Vote on Proposal re: Amended and Restated Articles of Incorporation.
5. Formal Announcement of Voting Results.
6. Adjournment of Special Meeting.