

AMENDED & RESTATED ARTICLES OF INCORPORATION OF
St. Viator Lions Hockey Club
An Illinois Not For Profit Corporation

ARTICLE I
Name & Organization

The name of the corporation is St. Viator Lions Hockey Club, an Illinois not for profit corporation (hereinafter “Club”) under the Illinois General Not For Profit Act of 1986 (hereinafter the “Act”). The Club’s principal office shall be designated from time-to-time by the Board of Directors. The Club shall not be required to have a corporate seal.

The Club was originally incorporated December 27, 2007.

ARTICLE II
Registered Agent; Office; Mailing Address

- 2.1 The Registered Agent is Jeffrey Waltuck and the Registered Office is located at 590 W. Rosiland Dr., Palatine, IL 60074.
- 2.2 The Club’s mailing address shall be 590 W. Rosiland Dr., Palatine, IL 60074.

ARTICLE III
Management

- 3.1 Board Managed. The day-to-day affairs of the Club shall be managed by the Board of Directors (hereinafter the “Board”).
- 3.2 Qualifications. The Board shall consist of not less than five (5) and not more than eleven (11) Directors. Five (5) Directors, consisting of the elected Officers of the Club, shall have the power to bind the Club and shall serve as voting Directors. The remaining Directors, including the Athletic Director, Hockey Director, Team Manager, Web Manager, Equipment Manager, and Coaching Manager shall serve as ex-officio non-voting Directors.

ARTICLE IV
Members

- 4.1 Qualifications. The term Member refers to the parent(s) or legal guardian(s) of a rostered player (hereinafter “Player”) and shall collectively be referred to as “Member Family.” There may be more than one Player per Member Family. Unless otherwise noted, the term “Member” shall mean Member in good standing. Except as permitted by Section 13.7 of the Club’s Bylaws, Players must attend St. Viator High School.
- 4.2 Reserved Powers. The following powers are reserved for the Members:

- a. to remove voting Directors;
- b. to purchase, acquire, sell, lease, or exchange assets of the Club;
- c. to dissolve the Club;

ARTICLE V

Purpose

- 5.1 The Club is organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under §501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended ("Code") and the Treasury Regulations as they now exist or may hereafter be amended (the "Regulations");
- 5.2 To develop student athletes to compete and win at the highest levels within the State of Illinois;
- 5.3 To provide opportunities at every level within the organization to grow and prepare our student athletes as best as possible for hockey opportunities which lie beyond high school; and
- 5.4 To do any and all things authorized by the Act.

ARTICLE VI

Restrictions

- 6.1. Inurement of Income. No part of the net earnings of the Club shall inure to the benefit of any Member, Director, Officer, or other private person, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Club, and to make payments and distributions in furtherance of the purposes set forth herein. No Member, Director, Officer, or any private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Club.
- 6.2. Legislative or Political Activities. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club 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.
- 6.3. Operational Limitations. Notwithstanding any other provision of these articles, the Club shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6.4. Loans. The Club shall not make loans to any Member, Director, Officer, employee or agent of the Club. No Member, Director or Officer may borrow money or pledge any corporate asset as security for loans without the prior express authorization of the Board of Directors.

ARTICLE VII

Amendment

7.1 Amendment of Bylaws. Amendments to the Club's Bylaws, as may be amended and restated from time to time (the "Bylaws"), may be proposed by any Director. The proposed amendment shall be delivered to all Directors at least five (5) days in advance of any meeting at which the amendment shall be considered unless the Board of Directors waives this requirement. Any amendment to the Bylaws must be adopted by at least a two-thirds vote of the Board.

7.2 Reorganization; Articles of Incorporation. Any action to reorganize the Club, or to amend or modify these Amended and Restated Articles of Incorporation ("Articles"), must be taken in compliance with the Act, must be adopted by at least a two-thirds vote of the Board and shall not permit any purposes that are contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII

Dissolution

8.1 Dissolution. Upon the dissolution of the Club, the Board shall distribute the assets of the Club in the following order of priority: (i) assets received by the Club for specific uses or purposes must be distributed in furtherance of such uses or purposes; (ii) costs and expenses of the dissolution proceedings, including attorney fees and disbursements; (iii) debts, obligations and liabilities of the Club; and (iv) all remaining assets shall be distributed in furtherance of the purposes of the Club to other similarly situated organizations that at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

[AUTHORIZATION PAGE FOLLOWS]

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NOW, THEREFORE, I, the undersigned, do hereby certify that the above stated Amended and Restated Articles of Incorporation were approved by the Members of the St. Viator Lions Hockey Club on _____, 2025, in accordance with the then existing procedures set forth in the Club's Bylaws.

Authorized Officer's Signature

Name & Title

Date: _____

DRAFT