

Minimum Filing Fee \$10.00. An additional \$10 filing fee if changing the purpose

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

File No. 20110003ND Pages 3
Fee Paid \$ 10
DCN 2110691600001 AMEN
-----FILED-----
03/09/2011

Julie R. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Julie R. Flynn
Deputy Secretary of State

Maine Gladiators

(Name of Corporation)

Pursuant to 13-B MRSA §§802 and 803, the undersigned corporation executes and delivers the following Articles of Amendment:

FIRST: ("X" one box only.) public benefit corporation mutual benefit corporation

SECOND: Describe NATURE OF CHANGE (i.e. change in name of corporation, purpose, number of directors, adding or deleting section or revision of section, etc.) as well as TEXT of amendment. Attach additional pages as needed


Exhibit C, Item Eighth(b) is deleted and the attached is incorporated to replace it.

THIRD: ("X" one box only.) The amendment was adopted on (date) March 8, 2011 as follows

- By the members at a meeting at which a quorum was present and the amendment received at least a majority of the votes which members were entitled to cast.
- (If the Articles require more than a majority vote.) By the members at a meeting at which the amendment received at least the percentage of votes required by the Articles of Incorporation
- By the written consent of all members entitled to vote with respect thereto.
- (If no members, or none entitled to vote thereon) By majority vote of the board of directors

FOURTH: The address of the registered office of the corporation in the State of Maine is _____
75 Park Street, Lewiston, ME 04240
(street, city, state and zip code)

DATED March 8, 2011

*By 
(signature)
Daniel A. D'Auteuil, Jr., Treasurer & Reg. Agent
(type or print name and capacity)

*By _____
(signature)

(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF MEMBERS**

I certify that I have custody of the minutes showing
the above action by the members

(signature of clerk secretary or asst secretary)

*This document **MUST** be signed by any duly authorized officer. (13-B MRSA §104.1.B)

Please remit your payment made payable to the Maine Secretary of State

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**

EXHIBIT C

ITEM EIGHTH:

- (b) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

Filing Fee \$40.00

File No. 20110003ND Pages 7
Fee Paid \$ 40
DCN 2101891900012 ARTI
-----FILED-----
07/01/2010


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Pursuant to 13-B MRSA §403, the undersigned incorporator(s) execute(s) and deliver(s) the following Articles of Incorporation:

FIRST: The name of the corporation is Maine Gladiators

SECOND: ("X" one box only Attach additional page(s) if necessary.)

The corporation is organized as a public benefit corporation for the following purpose or purposes.
See attached Exhibit A

The corporation is organized as a mutual benefit corporation for all purposes permitted under Title 13-B or, if not for all such purposes, then for the following purpose or purposes

THIRD: The Registered Agent is a (select either a Commercial or Noncommercial Registered Agent)

Commercial Registered Agent CRA Public Number _____

(name of commercial registered agent)

Noncommercial Registered Agent

Daniel A. D'Auteuil, Jr., Esq.

(name of noncommercial registered agent)

75 Park Street, Lewiston, ME 04240

(physical location, not P O Box - street, city, state and zip code)

PO Box 891, Lewiston, ME 04243-0891

(mailing address if different from above)

FOURTH: Pursuant to 5 MRSA §1083, the registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

FIFTH: The number of directors (not less than 3) constituting the initial board of directors of the corporation, if the number has been designated or if the initial directors have been chosen, is undetermined

The minimum number of directors (not less than 3) shall be 3 and the maximum number of directors shall be 12

SIXTH: Members: ("X" one box only.)

- There shall be no members.
 There shall be one or more classes of members and the information required by 13-B MRSA §402 is attached. See Exhibit B

SEVENTH: (Optional) (Check if this article is to apply)

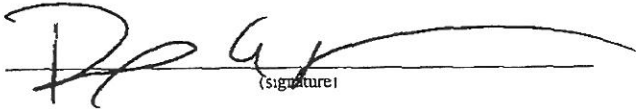
No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office

EIGHTH: (Optional) (Check if this article is to apply)

Other provisions of these articles including provisions for the regulation of the internal affairs of the corporation, distribution of assets on dissolution or final liquidation and the requirements of the Internal Revenue Code section 501(c) are set out in Exhibit C attached hereto and made a part hereof

Incorporators*

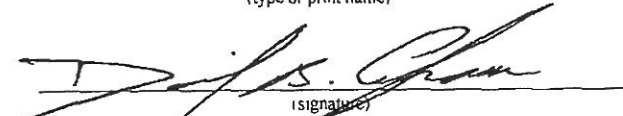
Dated _____


(signature)

Street 75 Park Street
(residence address)

Daniel A. D'Auteuil, Jr.
(type or print name)

Lewiston, ME 04240
(city, state and zip code)


(signature)

Street 87 Essex St.
(residence address)

Daniel B. Grosse
(type or print name)

Lewiston ME 04240
(city, state and zip code)

(signature)

Street _____
(residence address)

(type or print name)

(city, state and zip code)

For Corporate Incorporators*

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

***Articles are to be executed as follows:**

If a corporation is an incorporator (13-B MRSA §401), the name of the corporation should be typed or printed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation, not the person signing the articles, certifying that the person executing the articles on behalf of the corporation was duly authorized to do so

Please remit your payment made payable to the Maine Secretary of State

Submit completed form to

Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752

Email Inquiries: CEC_Corporations@Maine.gov

EXHIBIT A

ITEM SECOND:

This Corporation shall be organized and operated exclusively to instruct and educate young people who live in the Cities of Lewiston and Auburn, their surrounding communities, and the Mid Coast and Western Maine communities, in the fundamentals of ice hockey. As part of its educational and instructional program, the Corporation shall:

- (1) Promote the principles of good sportsmanship and fair play;
- (2) Take an active interest in the physical and moral development of the youth participants; and
- (3) Make the aforementioned sporting activities a positive and fun experience for all youths in their growing years through a safe and drug-free environment.

EXHIBIT B

ITEM SIXTH:

There shall be two classes of members:

- (1) Player Membership shall be comprised of any youth between the ages of 9 and 17½ who live in the communities described in Item SECOND above and who are of good moral character and good reputation in said communities
- (2) Officer/Coach Membership shall be comprised of adult volunteers of good moral character and good reputation in the aforementioned communities with an interest in the activities described in Item SECOND above. All Player Members shall, through their parents or legal guardians, complete a registration form and return it to the Corporation's office. There shall be a registration fee for all Player Members, but there are no such registration fees for Officer/Coach Members.

Members do not have voting rights.

EXHIBIT C

ITEM EIGHTH

- (a) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (with a corresponding section of any future Federal tax code).
- (b) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes, all of the foregoing being within the meaning of Section 501 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- (c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.
- (d) Conflicts of interest:
 - (1) In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate non-confidential information which might inform its decisions. "Conflict of interest", as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(2) No Director shall cast a vote, nor take part in the final deliberation in any manner in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.