

ARTICLES OF INCORPORATION [as amended]

OF

SCREAMING EAGLES, INC.

A District of Columbia Nonprofit Corporation

THE UNDERSIGNED, all of whom are natural persons of the age of eighteen or more, for the purpose of forming a nonprofit corporation pursuant to the District of Columbia Nonprofit Corporation Act hereby certify:

FIRST: The name of the Corporation is SCREAMING EAGLES, INC.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(4) of the Internal Revenue Service Code of 1986, as now in effect or as may hereafter be amended (“the Code”). The specific purposes for which the Corporation is formed are: a) stimulate, promote and develop interest in the sport of soccer in the greater Washington, D.C. community; (b) to take part in and sponsor meetings, social activities, events and programs that enhance the understanding of and appreciation for the sport of soccer; (c) to foster friendship and camaraderie among soccer fans; (d) to contribute financially and otherwise to charitable organizations and foundations that support soccer-related scholastic achievement programs for economically disadvantaged youth in the community; and (e) to encourage friendship through social and educational exchanges associated with international soccer events.

In furtherance thereof, the Corporation may receive property by gift, devise, or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act.

In furtherance of its charitable corporate purposes, the Corporation shall have all the general powers enumerated in section 29-301.05 of the District of Columbia Nonprofit Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The Corporation shall have one class of members. The members of the Corporation shall consist of the initial directors of the Corporation (named in Article SEVENTH hereof) and such other persons as shall be accepted into membership through application to the Board of Directors. Application shall be open to any individual interested in the purposes of the Corporation. Each member shall pay such annual dues as may from time to time be set by the Board of Directors in accordance with the Bylaws of the Corporation.

FIFTH: Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed by and all the powers of the Corporation shall be exercised by the Board of Directors of the Corporation.

SIXTH: The Board of Directors shall consist of at least five directors who shall be elected or appointed as provided by the Bylaws.

SEVENTH: The number of initial directors shall be five. The names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors are selected and qualify are as follows:

	<i>Name</i>	<i>Address</i>
(1)	Kimberly G. Klyberg	1801 Clydesdale Place NW, Apt 513 Washington, DC 20009
(2)	Paul B. Sotoudeh	5840 Cameron Run Terrace, Apt 1218 Alexandria, VA 22303
(3)	Nicole Gara	1330 Massachusetts Ave SE Washington, DC 20003
(4)	Marcia Faulkner	8013 New Market Rd Alexandria, VA 22308
(5)	Lisa L. Middlebrook	2300 South 24 th Rd, Apt 1115 Arlington, VA 22206

EIGHTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any 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 to or for the Corporation and to make payments and distribution in furtherance of the purposes set forth in Article THIRD hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code and in any corresponding laws of the District of Columbia), and the Corporation shall not participate in or intervene in (including publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(4) of the Code, or cause it to lose such exempt status.

D. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying for making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

NINTH: To the fullest extent permitted by District of Columbia law, no officer, director, employee, or volunteer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been an officer, director, employee, or volunteer of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(4).

TENTH: The address of the initial registered office of the Corporation is 1090 Vermont Avenue, NW, Washington, DC 20005, and the name of its initial registered agent at such address is Corporation Services Company.

ELEVENTH: The names and addresses of the incorporators of the Corporation are as follows:

	<i>Name</i>	<i>Address</i>
(1)	Kimberly G. Klyberg	1801 Clydesdale Place NW, Apt 513 Washington, DC 20009
(2)	Paul B. Sotoudeh	5840 Cameron Run Terrace, Apt 1218 Alexandria, VA 22303
(3)	Nicole Gara	1330 Massachusetts Ave SE Washington, DC 20003

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation this
6th day of March, 2004. [Signed and notarized]