

DAVID and MARLITT GRAY,
Pro se

Plaintiffs,

V.

**NORTH TEXAS PRIEMER,
SOCCER ASSOCIATION, INC.,
and PREMIER PARK, INC.**

Defendant.

IN THE DISTRICT COURT

14th JUDICIAL DISTRICT

DALLAS COUNTY, TEXAS

**PLAINTIFF'S FOURTH VERIFIED, UNOPPOSED MOTION FOR CONTINUANCE
AND MOTION TO EXTEND CERTAIN SCHEDULING DEADLINES**

TO THE HONORABLE JUDGE OF SAID COURT:

COME NOW, DAVID and MARLITT GRAY (hereafter referred to collectively as “**Plaintiffs**,” but where context requires, referred to as “**David**” and “**Marlitt**” individually) and file this their Fourth Verified, Unopposed Motion for Continuance and Motion to Extend Certain Scheduling Deadlines, and would show unto the Court as follows:

INTRODUCTION

1. On September 6, 2016, this Court granted Plaintiffs' Motion for Leave to Add the Individual Defendants, Larry Hall and Robert Malphurs. Plaintiffs have asserted claims for breach of fiduciary duty against Larry Hall and Robert Malphurs for their role in the gross mismanagement, and likely misallocation, of hundreds of thousands of dollars, which were donated by the Plaintiff David Gray and thousands of other member soccer players throughout Dallas and surrounding counties. Documents that were only recently produced contain evidence that raises serious questions about where the money that was donated by the players has gone. For

this reason, Plaintiffs seek a continuance of the current trial setting of November 15, 2016, and an extension of certain deadlines.

2. On May 5, 2016, Plaintiff received incomplete financial information from the NTPSA bookkeeping system (the “May 5th Discovery”). This financial information was nothing more than printouts from basic accounting software. In other words, they were internal documents that had likely never been produced to any outside party. At the August 4, 2016 hearing on Plaintiffs’ Motion for Leave, this Court also ordered the Corporate Defendants, the NTPSA and Premier Park, Inc., to produce evidence of their net-worth going back four years by September 15, 2016. Defendants produced that information for only three years on September 28, 2016 (the “September 28th Discovery”).

3. Despite repeated requests which preceded even the August 4, 2016 hearing, and a commitment from Defendants’ counsel to produce him no later than the first week of September, counsel finally agreed to produce Mr. Hall on September 20, 2016, and then cancelled the week before, citing trial conflicts. Defendant’s did not make Larry Hall available for oral deposition until October 27, 2016, blaming hunting trips and international vacations. At that time, Mr. Hall, through his counsel, produced the fourth year of financial information ordered by the Court (the “October 27th Discovery”). Defendants also produced hundreds of pages of additional information, which had been previously requested by Plaintiffs, but was only produced pursuant to a subpoena duces tecum. The October 27th Discovery, when coupled with the September 28th Discovery and the May 5th Discovery, provides clear evidence, often referred to colloquially as the “smoking gun,” of fraud and misallocation of hundreds of thousands of dollars that were donated in trust to the NTPSA for the construction and maintenance of the league-owned soccer facility.

4. Plaintiffs seek this continuance and extension of certain deadlines: (1) to conduct additional discovery of the financials of the NTPSA; (2) to amend their pleadings to include a cause of action against the Individual Defendants for fraud; (3) to add additional directors and officers of the NTPSA; and (4) to designate Carroll Rogers, who is a CPA, and is/has been a Director and/or Officer of multiple nonprofit organizations. Below is a detailed description of newly discovered information, and an explanation of why it is evidence that suggests that the Individual Defendants defrauded the members of the NTPSA and misallocated funds that should have otherwise been expended on Premier Park, the defective soccer facility that gave rise to this lawsuit. Based on the foregoing, Plaintiffs seek this motion for continuance and extension of deadlines so that justice may be done.

ARGUMENT

A party may seek a continuance for additional time to conduct discovery.

5. Whether to grant a motion for continuance is within the sound discretion of the trial court. *See Tenneco, Inc. v. Enter. Prods. Co.*, 925 S.W.2d 640, 647 (Tex.1996). A party may seek additional time based on the fact that there has been an inadequate time for discovery. *See Blake v. Intco Investments of Texas, Inc.*, 123 S.W.3d 521, 524 (Tex.App.—San Antonio 2003, no pet.). Plaintiffs requested the financial and other information that was produced in discovery as early as April 2015, and it was not until this Court ordered the Defendants produce certain documents that the Plaintiffs received financial discovery that was of any value.

6. The September 28th and October 27th Discovery contained financial information that was submitted by Larry Hall to the Internal Revenue Service (“IRS”) through the governing body of the NTPSA, for inclusion in the Exempt Organization Group Return of the North Texas State Soccer Association (“NTSSA”). This information differs from the original bookkeeping

reports in several important respects. The internal financial records reflect significant amounts of NTPSA money, typically \$190,000 per year, flowing to Premier Park, Inc. (“PPI”), but the NTPSA did not disclose these disbursements to either its governing body, through which it claims tax-exempt status, or the IRS. Additionally, the Group Return submissions demonstrate that the NTPSA did not report all the revenue that was recorded in the internal financial documents, or that would be expected by the number of members multiplied by the player fees.

7. The September 28th Discovery contained the NTSSA Group Tax Return Affiliate Form 990 Reporting Package for Fiscal Year 9/1/12 – 8/31/13. Attached hereto as Exhibit A. The May 5th Discovery also contained an internal bookkeeping system report NTPSA Profit & Loss September 2012 through August 2013. Attached hereto as Exhibit B. A comparison of these reports, one internal and one published, for the exact same time period, demonstrates that the NTPSA reported approximately \$100,000 less income to the IRS than they recorded on their books. Additionally, the disbursement of \$192,657.54 of “Premier Park Support” is absent. These discrepancies cause the loss of \$47,497.62 recorded in the internal books, to become a profit of \$47,873.39 on the tax filing.

8. The October 27th Discovery also contained the NTSSA Group Tax Return Affiliate Form 990 Reporting Package for Fiscal Year 9/1/11 – 8/31/12. Attached hereto as Exhibit C. This document also included a questionnaire from the tax preparer of the NTSSA to the affiliate to confirm the affiliate’s eligibility to participate in the exempt organization group return. Larry Hall’s answers to nearly all of those questions are false. Some of the most notable are:

Q. *If (Larry Hall) serve(s) as an officer, director, trustee, key employee, or member of an entity doing business with the association, list name and nature of relationship.*

A. ***NO***

Q. *If (Larry Hall) ha(s) a **direct** or **indirect** business relationship with the association, list name and nature of relationship.*

A. ***NO***

Q. *Did the organization invest in, contribute assets to, or participate in a joint venture or other similar arrangement with a taxable entity during the year?*

A. ***NO***

9. It is undisputed that Larry Hall is President of PPI, a Texas for-profit corporation, and that the NTPSA is contributing substantial assets to PPI. Mr. Hall admitted in his deposition that he incorporated PPI without the guidance of the NTPSA Board of Directors. Larry Hall, through his counsel, has repeatedly stated that PPI is a wholly owned subsidiary of the NTPSA, but the Articles of Incorporation of PPI reflect no parent company, and give no authority to NTPSA. *See* PPI Articles of Incorporation, attached hereto as Exhibit D. Additionally, the October 27th Discovery included minutes of the annual general assembly meetings between 2008 and 2015, when NTPSA director and officer elections were held, and the NTPSA has never elected the directors and officers of PPI. In fact, the name “Premier Park, Inc.” never even appears. *See* NTPSA Meetings, attached hereto as Exhibit E.

10. Also included in the October 27 Discovery were documents titled Spring 2012 League Dates & Information, and Fall 2012 League Dates & Information. Attached hereto as Exhibit F. These documents show that the seasonal player fee was \$75 for both Spring and Fall seasons, and that registration (and therefore receipt of all player fees) took place on January 21-22, 2012 and July 28-29, 2012, respectively. In the NTSSA Group Return Package questionnaire (Exhibit C), Larry Hall also states that the organization had 4,900 members, from whom, at \$75 per season, the NTPSA should have received approximately \$735,000 in registration fees during the fiscal year. Membership of close to five thousand is consistent with registration fees paid to the governing body by the NTPSA, which are and have been \$22 per year (not per season) per player since 2010, per the NTSSA. Exhibit C shows \$102,741 in registration fees, which, at \$22 per player, is 4670 players, which lowers program revenue expectations for the time period from \$735,000 to \$700,000.

11. However, Exhibit C shows that they only reported income of \$368,513.01 to the IRS. Furthermore, in the May 5th Discovery, Plaintiff received NTPSA Profit & Loss January through December 2012, a report from their bookkeeping system. Attached hereto as Exhibit G. While the time period covered by this report is for the calendar year, not the fiscal year, it easily includes both the Spring 2012 and Fall 2012 team registration periods, when fees come in. It follows that the league income in both reports should be substantially similar, but Exhibit G shows that the NTPSA recorded \$524,906.04 in league income. This is approximately \$175,000 less than would be expected based on membership of 4670 players, yet \$156,000 more than they reported to the IRS. This is a discrepancy of over \$330,000 between revenue expectations based on membership, and

reported income, in 2012 alone, the year before Plaintiff was injured. And again, most other expenses are similar in the two reports, but \$187,497.35 in “Premier Park Support” shown on the NTPSA books, is mysteriously missing in the Group Return submission. These documents make it clear that the NTPSA has systematically modified it’s tax filing to conceal the existence of PPI.

12. Larry Hall conveyed the soccer complex property to PPI on September 25, 2007, for \$10. *See* General Warranty Deed, attached hereto as Exhibit H. The NTPSA board minutes and resolutions pertaining to this transaction have been subject to request under Rule 196 since April 2016, and were also requested in the subpoena duces tecum served upon Mr. Hall on October 19, 2016, but these documents have never been produced. Apart from their cash on hand at any time, the land and the buildings upon it are the only assets on the association’s balance sheet. The conveyance of the property was a fundamental action per Sec. 22.164(a)(8) of the Texas Business Organizations Code, requiring a vote of two-thirds of the voting members, who are the team captains, for approval. But Plaintiff has spoken with many team captains, and none of them were aware of the conveyance. Moreover, Horst Poethke, the NTPSA Secretary from 2005 to 2010, was not aware of the conveyance, always believing the NTPSA owned Premier Park.

13. Defendant’s have **not** complied with the Court’s order of September 6, 2016 with respect to PPI. And again, even in NTPSA’s most recent Group Return submissions, Premier Park, Inc. does not exist. Therefore, Plaintiffs still have no financial information about PPI, with the exception of those same bookkeeping system reports from the May

5th Discovery previously discussed. Plaintiffs are still awaiting the production of valid financial disclosures from corporate defendant Premier Park, Inc.

14. Plaintiff has retained an expert witness to perform a preliminary analysis of the information discussed above, and to testify as to his analysis of the defendants' financial disclosures. *See* Export Report prepared by Carroll Rogers, attached hereto as Exhibit I. Mr. Rogers analysis supports conclusions that Larry Hall and Robert Malphurs are in an illegal self-dealing business relationship with the NTPSA, that the NTPSA does not own PPI or Premier Park, and that Larry Hall has concealed the existence of PPI from it's governing body and the Internal Revenue Service.

CONCLUSION

WHEREFORE, PREMISES CONSIDERED, Plaintiffs, David and Marlitt Gray, ask the Court to GRANT this their Motion for Continuance and Motion to Extend Certain Deadlines, and that it continue the trial setting of this case 120 days from the date of the order granting the same, and that the discovery deadline, the deadline to amend pleadings, the deadline to add additional parties, and the deadline to designate expert witnesses all be extended 90 days, and for such further relief, at law or equity, general or special, to which Plaintiffs may show themselves justly entitled.

Respectfully submitted,

EDWARD GRAY

4038 Lemmon Avenue

Dallas, Texas 75219

Edward Gray

State Bar No. 08316200

Telephone: 214-734-2524

ATTORNEY FOR PLAINTIFF

Exhibit “A”

North Texas State Soccer Association Group Tax Return
Affiliate Form 990 Financial Reporting
For Fiscal Year 9/1/12 – 8/31/13

North Texas Premier

Statement of Revenues, Expenses and Fund Balance

Revenues:

Membership Registration and Fees (less refunds, NSF's, etc.)	\$414,965.66
Fundraising Events (Field rentals, merchandise sales, etc.)	
Tournaments	\$10,956.00
Concessions	
Donations/Contributions	\$13,500.00
Gain/(Loss) from Sale of Assets	
Interest Income	
Other (must describe): _____	
TOTAL Revenues	\$439,421.66

Expenses:

Compensation of current officers, directors, key employee's	\$0.00
Other Salaries and Wages (must describe): General Manager	\$33,153.84
Employee Benefits (health insurance, etc)	\$0.00
Payroll Taxes	\$10,373.03
Professional Fees - Accounting	\$0.00
Professional Fees - Legal	\$0.00
Contract Labor (referees, line people, etc)	\$24,720.00
Advertising and Promotion	\$2,837.51
Office Expenses (postage, printing, supplies, merchant fees, bank fees, etc)	\$44,319.22
Phone, Internet, Computers	\$4,811.76
Occupancy (Rental & Utilities, including fields)	\$100,155.92
Travel	\$0.00
Conferences/Meetings	\$588.94
Interest Expense	\$0.00
Insurance (other than health)	\$375.00
Registration Fees	\$106,655.00
Fundraising Expenses	\$0.00
Tournaments	\$32,833.90
Concessions	\$0.00
Uniforms	\$0.00
Field Equipment (balls, goals, nets, etc)	\$0.00
Clinics	\$0.00
Trophies	\$30,724.15
Depreciation Expense	\$0.00
Other (must describe): _____	\$0.00
TOTAL Expenses	\$391,548.27

NET – Revenues less Expenses *(negative if expenses are more than revenues)*

\$47,873.39

North Texas State Soccer Association Group Tax Return
Affiliate Form 990 Financial Reporting
For Fiscal Year 9/1/12 – 8/31/13

North Texas Premier

Assets:

Cash	\$142,006.17
Savings	\$0.00
Accounts Receivable	\$0.00
Inventories for Sale	\$0.00
Land	\$608,782.00
Buildings (net) [less Accumulated Depreciation]	\$284,195.00
Equipment (net) [less Accumulated Depreciation]	\$0.00
Furniture & Fixtures (net) [less Accumulated Depreciation]	\$0.00
Leaseholds (net) [less Accumulated Depreciation]	\$0.00
Investments	\$0.00
Other (must describe): _____	\$0.00
TOTAL Assets (<u>must</u> equal Total Liabilities and Fund Balance)	<u><u>\$1,034,983.17</u></u>

Liabilities & Fund Balance:

Accounts Payable	\$0.00
Notes Payable	
Deferred Revenue	
Other (must describe): _____	
Total Liabilities	<u><u>\$0.00</u></u>

Fund Balance <i>at End of Last Year</i> (also known as Retained Earnings)	\$987,109.78
Net Revenues over Expenses (from above)	\$47,873.39
TOTAL Liabilities and Fund Balance (<u>must</u> equal Total Assets)	<u><u>\$1,034,983.17</u></u>

For the last calendar year:

# of Forms W-2 Issued	1
# of Forms 1099 Issued	0

Exhibit “B”

4:19 PM
09/07/13
Accrual Basis

North Texas Premier Soccer Association, Inc
Profit & Loss
September 2012 through August 2013

	<u>Sep '12 - Aug 13</u>
Income	
Metro Tournament Income	10,956.00
Program Income	513,434.12
Refund	193.00
Sponsorship Income	13,500.00
Total Income	<u>538,083.12</u>
Expense	
Advertising and Promotion	2,837.51
Bank Fees	3.57
Conferences/Meetings	588.94
Metro Tournament	33,308.90
NTSSA Fees	106,655.00
Occupancy	100,505.92
Office Expense	44,800.58
Payroll Taxes	10,373.03
Premier Park Support	192,657.54
Property Insurance	375.00
Referee Assignors	20,650.00
Referee Expense	4,135.00
Salaries	33,153.84
Telephone & Internet	4,811.76
Trophies	30,724.15
Total Expense	<u>585,580.74</u>
Net Income	<u><u>-47,497.62</u></u>

Exhibit “C”

**NORTH TEXAS STATE SOCCER ASSOCIATION GROUP TAX RETURN
AFFILIATE FORM 990 REPORTING PACKAGE
FOR FISCAL YEAR 9/1/11 – 8/31/12**

Please complete in full and return to the NTSSA office by October 15, 2012. Thank you.

Association Name: North Texas Premier Soccer Association

Name, e-mail address, phone number and full mailing address of person who keeps the books:

Larry Hall – president ntpsa@yahoo.com – (214) 289-6129
903 N Bowser Rd, Ste 320 Richardson, TX 75081

Attach separate listing if needed to completely answer the following questions.

If any of the above have a **family** or a **business** relationship with anyone else in the above list, list names and nature of relationship. **No**

If any of the above have a **direct** or **indirect** business relationship with the association, list name and nature of relationship. **No**

If any of the above have a family member who has a **direct** or **indirect** business relationship with the association, list name and nature of relationship. _____

If any of the above serve as an officer, director, trustee, key employee, partner, or member of an entity doing business with the association, list name and nature of relationship. **No**

If there any loans to or from an Officer, Director or Employee, list name and amount owed as of 8/31/12:
No

Did the association raise funds through any of the following activities (**circle** all that apply)? Mail solicitations, email solicitations, phone solicitations, in-person solicitations, solicitations of non-government grants, special event fundraising events. Please describe activities. **No**

Total # of Employees:

1

Total # of Members (soccer players):

4,900 Total # of Volunteers (estimate if necessary): 23



Please attach a copy of the following documents:

- Statement of Revenues & Expenses/ Income Statement and Balance Sheet
- Forms W-2 and W-3 for (Calendar Year) 2011 (issued in January 2012)
- Forms 1099 and 1096 for (Calendar Year) 2011 (issued in January 2012)

If no W-2's and/ or 1099's were issued, the association will need to complete the applicable following:

The Board of _____ Soccer Association hereby certifies that the association had no employees for the calendar year 2011 and no Form W-2's were issued or filed with the IRS as a result.

The Board of _____ Soccer Association hereby certifies that the association had no contractors with total payments of \$600 or more for the calendar year 2011 and did not meet the IRS's required threshold of \$600 or more and no Form 1099's were issued or reported to the IRS as a result.

GOVERNANCE QUESTIONS

All questions below must be answered with 'y' for yes or 'n' for no.

1. Number of Voting Members of the governing body: 8
 - a. Enter the number of voting members that are independent: 0
2. Did any officer, director, trustee or key employee have a family or business relationship with any other officer, director, trustee or key employee? N
3. Within the past year, did the organization make any significant changes to its organizational documents? N
If 'yes', please provide brief explanation. Attach separate listing if needed to complete.

4. During the year, did the organization become aware of any material diversion of its assets? N
5. Did the association contemporaneously document the meetings held or written actions taken during the year by the following:
 - a. The governing body? Y
 - b. Each committee with authority to act on behalf of the governing body? YIf 'no' to either or both a and b, please provide brief explanation. Attach separate listing if needed to complete. _____
6. Does the association have a written conflict of interest policy? Y
 - a. If yes, are officers, directors, trustees or key employees required to disclose annually interests that could give rise to conflicts? Y
 - b. If yes, does the association regularly and consistently monitor and enforce compliance with the policy?
Y
7. Does the association have a written whistleblower policy? Y
8. Does the association have a written document retention and destruction policy? Y
9. Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? N

Under penalties of perjury, I declare that I have examined this information, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. It is my understanding that this information will be included in the group tax return filed by the North Texas State Soccer Association.

Printed Name: Larry D Hall Title: President

Signature: _____ Date: October 13, 2012

North Texas State Soccer Association Group Tax Return
Affiliate Form 990 Reporting Package Checklist
For Fiscal Year 9/1/11 – 8/31/12

North Texas Premier

Statement of Revenues, Expenses and Fund Balance

Revenues:

Membership Registration and Fees	\$368,513.01
Fundraising Events (Field rentals, merchandise sales, etc.)	
Tournaments	\$23,450.00
Concessions	
Donations/Contributions	
Gain/(Loss) from Sale of Assets	
Interest Income	
Other (must describe): _____	
TOTAL Revenues	\$391,963.01

Expenses:

Compensation of current officers, directors, key employee's	\$0.00
Other Salaries and Wages (must describe): General Manager	\$36,540.40
Employee Benefits (health insurance, etc)	\$0.00
Payroll Taxes	\$6,770.37
Professional Fees - Accounting	\$0.00
Professional Fees - Legal	\$0.00
Contract Labor (referees, line people, etc)	\$26,595.00
Advertising and Promotion	\$5,866.37
Office Expenses (postage, printing, supplies, etc)	\$29,367.63
Phone, Internet, Computers	\$7,924.50
Occupancy (Rental & Utilities, including fields)	\$91,731.50
Travel	\$0.00
Conferences/Meetings	\$1,042.98
Interest Expense	\$0.00
Insurance (other than health)	\$375.00
Registration Fees	\$102,741.00
Fundraising Expenses	\$0.00
Tournaments	\$19,699.48
Concessions	\$0.00
Uniforms	\$0.00
Field Equipment (balls, goals, nets, etc)	\$0.00
Clinics	\$0.00
Trophies	\$24,378.00
Depreciation Expense	\$0.00
Other Expense (must describe)	\$0.00
TOTAL Expenses	\$353,032.23

NET – Revenues less Expenses <i>(negative if expenses are more than revenues)</i>	\$38,930.78
--	--------------------

North Texas State Soccer Association Group Tax Return
Affiliate Form 990 Reporting Package Checklist
For Fiscal Year 9/1/11 – 8/31/12

North Texas Premier

Assets:

Cash	94,132.78
Savings	0.00
Accounts Receivable	0.00
Inventories for Sale	0.00
Land	608,782.00
Buildings (net) [less Accumulated Depreciation]	284,195.00
Equipment (net) [less Accumulated Depreciation]	0.00
Furniture & Fixtures (net) [less Accumulated Depreciation]	0.00
Leaseholds (net) [less Accumulated Depreciation]	0.00
Investments	0.00
Other (must describe): _____	0.00
TOTAL Assets (must equal Total Liabilities and Fund Balance)	987,109.78

Liabilities & Fund Balance:

Accounts Payable	0.00
Notes Payable	0.00
Deferred Revenue	0.00
Other (must describe): _____	0.00
Total Liabilities	0.00

Fund Balance <i>at End of Last Year</i> (also known as Retained Earnings)	948,179.00
Net Revenues over Expenses (from above)	38,930.78
TOTAL Liabilities and Fund Balance (must equal Total Assets)	987,109.78

For the last calendar year:

Forms W-2 Issued	1
Forms 1099 Issued	0

Exhibit “D”

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300



Articles of Incorporation
Pursuant to Article 3.02
Texas Business
Corporation Act

Filed in the Office of the
Secretary of State of Texas
Filing #: 800194410 04/16/2003
Document #: 31994020002
Image Generated Electronically
for Web Filing

Article 1 - Corporate Name			
The name of the corporation is as set forth below:			
Premier Park, Inc.			
The name must contain the word "corporation", "company", "incorporated," or an abbreviation of one of these terms. The name must not be the same as, deceptively similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for the "name availability" is recommended.			
Article 2 – Registered Agent and Registered Office (Select and complete either A or B and complete C)			
<input type="checkbox"/> A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:			
OR			
<input checked="" type="checkbox"/> B. The initial registered agent is an individual resident of the state whose name is set forth below:			
First Name Larry	M.I. D	Last Name Hall	Suffix
C. The business address of the registered agent and the registered office address is:			
Street Address 903 N. Bowser, Suite 320	City Richardson	State TX	Zip Code 75081
Article 3 - Directors			
The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:			
Director 1: First Name Larry	M.I. D	Last Name Hall	Suffix
Street Address 903 N. Bowser, Suite 320	City Richardson	State TX, USA	Zip Code 75081
Director 2: First Name Robert	M.I. A	Last Name Malphurs	Suffix
Street Address 903 N. Bowser, Suite 320	City Richardson	State TX, USA	Zip Code 75081
Article 4 - Authorized Shares			
The total number of shares the corporation is authorized to issue and the par value of each of such shares, or a statement that such shares are without par value, is set forth below.			
Number of Shares 1,000,000	Par Value (must choose and complete either A or B) <input checked="" type="checkbox"/> A. has a par value of \$.001 <input type="checkbox"/> B. without par value.	Class	Series
If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, and the par value (or statement of no par value), of each class. If shares of a class are to be issued in series, you must provide the designation of each series. The preferences, limitations, and relative rights of each class or series must be stated in space provided for supplemental information.			
Article 5 - Initial Capitalization			
The corporation will not commence business until it has received for the issuance of its shares consideration of the value of one thousand dollars (\$1,000).			
Article 6 - Duration			
The period of duration is perpetual.			
Article 7 - Purpose			
The purpose for which the corporation is organized is for the transaction of any and all lawful business for which			

corporations may be incorporated under the Texas Business Corporation Act.

Supplemental Provisions / Information

Letter of Consent from Premier Parking, Inc. for use of the name Premier Park, Inc. is attached.

[The attached addendum is incorporated herein by reference.]

Permission.pdf

Effective Date of Filing

☒ **A. This document will become effective when the document is filed by the secretary of state.**

OR

☐ **B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:**

Name Reservation Document Number

Incorporator

The name and address of the incorporator is set forth below.
Larry D Hall 903 N. Bowser, Suite 320 Richardson, TX 75081

EXECUTION

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.
Larry D Hall

Signature of incorporator.

FILING OFFICE COPY

Exhibit “E”

NTPSA League Meeting – Wednesday, July 2, 2008

The meeting was called to order by the President, Larry Hall at 7:35pm

A quorum was present.

The reading of the January Semi-Annual Meeting was waived by the membership.

Shellas Hyndman, coach of FC Dallas spoke to the membership and answered questions regarding the team.

Pat Parker, NTSSA Men's Commissioner, spoke to the membership about the happenings with the Men's State Team, upcoming National Coed Cup, and the Coors Cup. He also spoke of the need of an Under 23 league.

There was no unfinished business.

The Executive Committee gave their reports.

Proposed amendments to the Constitution, By-Laws, and Rules & Regulations were discussed and presented for vote by the membership. All amendments were approved by the membership.

Election of Executive Committee: The following were elected by the membership.

Larry Hall, President

Loren Moulder, Fields & Equipment Chairman

Billy Harris, Referee Chairman

Robert Malphurs, Treasurer

New Business:

Progress on Premier Park was discussed.

The meeting was adjourned at 9:05pm

Respectfully submitted,

Horst Poethke

Secretary/Registrar

NTPSA

Minutes- July 8, 2009 – League Meeting

The Meeting was called to order by the President, Larry Hall at 7:40pm.

There was a quorum present.

The reading of the January 7, 2009 Meeting minutes were waived by the membership.

Pat Parker of the North Texas State Soccer Association spoke to the membership.

There was no unfinished business.

The Executive Committee gave their reports.

Proposed amendments to the Constitution, By-Laws, and Rules & Regulations were presented to the membership. Discussion ensued. All but one amendment passed by the membership.

Election of Executive Committee: The following were elected by the membership.

A&D Chairman: Bob Ducote

Tournament Chairman: Jerry Deaton

Assn Commissioner: Ben Contreras

Secretary/Registrar: Horst Poethke

New Business:

None

The meeting was adjourned at 9:15pm

Respectfully Submitted,

Horst Poethke
Secretary/Registrar

Minutes, Semi Annual Meeting – July 10, 2010

The meeting was called to order at 2:10pm by the President-Larry Hall. A quorum was present.

A motion was made and passed to dispense with the reading of the January 10, 2010 minutes.

Guest Speakers:

Pat Parker-Men's Commissioner of NTSSA spoke to the membership concerning NTPSA & NTSSA.

Executive Committee Reports:

President-Larry Hall
A&D Chairman-Bob Ducote
Referee Chairman-Billy Harris
Tournament Chairman-Jerry Deaton
Secretary/Registrar-Horst Poethke
Treasurer-Robert Malphurs
Association Commissioner-Ben Contreras

Amendments to the NTPSA Rules & Regulations were passed with amendments.

Election of the following Executive Committee Members

Larry Hall-President
Billy Harris-Referee Chairman
Loren Moulder-Fields & Equipment Chairman
Robert Malphurs- Treasurer

New Business:

The Meeting was adjourned at 3:30pm.

Respectfully Submitted,
Roger McDermott
Secretary/Registrar
NTPSA

AGENDA-ASSOCIATION MEETING

July 10, 2010

Call to order – 2:00pm

Reading of the January 10, 2010 Minutes.

Guest Speakers:

Pat Parker – NTSSA

Kevin Lindstrom - FC Dallas

Executive Committee Reports:

President-Larry Hall

A&D Chairman-Bob Ducote

Referee Chairman-Billy Harris

Tournament Chairman-Jerry Deaton

Secretary/Registrar-Roger McDermott

Treasurer-Robert Malphurs

Association Commissioner-Ben Contreras

Amendments to the Rules & Regulations

Election of Executive Committee Members

Larry Hall-President

Billy Harris-Referee Chairman

Loren Moulder-Fields & Equipment Chairman

Robert Malphurs- Treasurer

New Business

Adjournment

*Over 50
mtg. - after
mtg.*

Minutes, Semi Annual Meeting – January 8, 2011

The meeting was called to order at 3:10pm by the President-Larry Hall. A quorum was present.

A motion was made and passed to dispense with the reading of the January 8, 2011 minutes.

Guest Speakers:

Kevin Lindstrom-FC Dallas

Executive Committee Reports:

President-Larry Hall

A&D Chairman-Bob Ducote

Referee Chairman-Billy Harris

Tournament Chairman-Jerry Deaton

Secretary/Registrar-Roger McDermott

Treasurer-Robert Malphurs

Association Commissioner-Ben Contreras

Amendments to the NTPSA Rules & Regulations were passed with amendments.

The Meeting was adjourned at 4:30pm.

Respectfully Submitted,

Roger McDermott

Secretary/Registrar

NTPSA

Minutes, Semi Annual Meeting – July 9, 2011

The meeting was called to order at 2:10pm by the President-Larry Hall. A quorum was present.

A motion was made and passed to dispense with the reading of the January 8, 2011 minutes.

Executive Committee Reports:

President-Larry Hall
A&D Chairman-Bob Ducote
Referee Chairman-Billy Harris
Tournament Chairman-Jerry Deaton
Secretary/Registrar-Roger McDermott
Treasurer-Robert Malphurs
Association Commissioner-Ben Contreras

There were no amendments to the NTPSA By-Laws, Constitution or Rules & Regulations.

Election of the following Executive Committee Members

Robert Hackett-Appeals & Disciplinary Chairman
Jerry Deaton-Tournament Chairman
Roger McDermott-Secretary/ Registrar
Ben Contreras-Association Commissioner

New Business:

The Meeting was adjourned at 3:30pm.

Respectfully Submitted,
Roger McDermott
Secretary/Registrar
NTPSA

MINUTES-ASSOCIATION MEETING

January 7, 2012

Call to order – The Meeting was called to order by the President – Larry Hall at 1:10pm.

Reading of the July 9, 2011 Minutes were waived by the membership.

Guest Speakers:

Kevin Lindstrom and Kevin Hartman of FC Dallas of FC Dallas

Executive Committee Reports:

President-Larry Hall

A&D Chairman-Robert Hackett

Referee Chairman-Billy Harris

Tournament Chairman-Jerry Deaton

Secretary/Registrar-Roger McDermott

Treasurer-Robert Malphurs

Association Commissioner-Ben Contreras

There were no amendments to the NTPSA Rules, Constitution or By-Laws.

New Business – Membership discussed many issues, concerns, and triumphs over the past season.

The meeting was adjourned at 3:15pm.

Respectfully Submitted,

Roger Dermott

Secretary/Registrar

NTPSA

MINUTES-ASSOCIATION MEETING

July 14, 2012

Call to order – The Meeting was called to order by the President – Larry Hall at 2:05.

Reading of the January 7, 2012 Minutes were waived by the membership.

Guest Speakers:

Kevin Lindstrom of FC Dallas of FC Dallas

Executive Committee Reports:

President-Larry Hall

A&D Chairman-Robert Hackett

Referee Chairman-Billy Harris

Tournament Chairman-Jerry Deaton

Secretary/Registrar-Roger McDermott

Treasurer-Robert Malphurs

Association Commissioner-Ben Contreras

Amendments to the NTPSA Rules & Regulations were presented to the membership. Discussed, amended, and passed by the membership.

Officers were elected to two year terms, by the membership.

President – Larry Hall

Referee Chairman – Billy Harris

Fields & Equipment Chairman – Chris LeBlanc

Treasurer – Robert Malphurs

New Business – Membership discussed many issues, concerns, and triumphs over the past season.

The meeting was adjourned at 3:15pm.

Respectfully Submitted,

Roger Dermott

Secretary/Registrar

NTPSA

MINUTES-ASSOCIATION MEETING

January 13, 2013

Call to order – The Meeting was called to order by the President – Larry Hall at 2:05.

Reading of the July 11, 2012 Minutes were waived by the membership.

Guest Speakers:

Kevin Lindstrom of FC Dallas of FC Dallas

Executive Committee Reports:

President-Larry Hall

A&D Chairman-Robert Hackett

Referee Chairman-Billy Harris

Field & Equipment Chairman – Chris LeBlanc

Tournament Chairman-Jerry Deaton

Secretary/Registrar-Roger McDermott

Treasurer-Robert Malphurs

Association Commissioner-Ben Contreras

Amendments to the NTPSA Rules & Regulations were presented to the membership. Discussed, amended, and passed by the membership.

New Business – Membership discussed many issues, concerns, and triumphs over the past season.

The meeting was adjourned at 3:15pm.

Respectfully Submitted,

Roger Dermott

Secretary/Registrar

NTPSA

MINUTES-ASSOCIATION MEETING

June 29, 2013

Call to order – The Meeting was called to order by the President – Larry Hall at 2:05.

Reading of the January 13, 2013. Minutes were waived by the membership.

Executive Committee Reports:

President-Larry Hall
A&D Chairman-Robert Hackett
Referee Chairman-Billy Harris
Tournament Chairman-Jerry Deaton
Secretary/Registrar-Roger McDermott
Treasurer-Robert Malphurs
Association Commissioner-Ben Contreras

Amendments to the NTPSA Rules & Regulations were presented to the membership. Discussed, amended, and passed by the membership.

Officers were elected to two year terms, by the membership.

Appeals & Discipline Chairman-Robert Hackett
Tournament Chairman-Jerry Deaton
Secretary/Registrar-Roger McDermott
Association Commissioner-Ben Contreras

New Business – Membership discussed many issues, concerns, and triumphs over the past season.

The meeting was adjourned at 3:15pm.

Respectfully Submitted,
Roger Dermott
Secretary/Registrar

NTPSA

MINUTES-ASSOCIATION MEETING

January 6, 2014

Call to order – The Meeting was called to order by the President – Larry Hall at 7:35pm.

Reading of the June 29, 2014. Minutes were waived by the membership.

Executive Committee Reports:

President-Larry Hall
A&D Chairman-Robert Hackett
Referee Chairman-Billy Harris
Tournament Chairman-Jerry Deaton
Secretary/Registrar-Roger McDermott
Treasurer-Robert Malphurs
Association Commissioner-Ben Contreras

There were no amendments to the Constitution, By-Laws, and Rules & Regulations.

New Business – Membership discussed many issues, concerns, and triumphs over the past season.

The meeting was adjourned at 8:45pm.

Respectfully Submitted,
Roger Dermott
Secretary/Registrar

NTPSA

AGENDA-ASSOCIATION MEETING

July 7, 2015

Call to order – 7:30pm

Reading of the June 27, 2014 Minutes.

Executive Committee Reports:

President-Larry Hall

A&D Chairman-Robert Hackett

Field & Equipment-Chris LeBlanc

Referee Chairman-Billy Harris

Tournament Chairman-Jerry Deaton

Secretary/Registrar-Roger McDermott

Treasurer-Robert Malphurs

Association Commissioner-Dan Veshia

Amendments to NTPSA Rules & Regulations

Officer Elections:

Appeals & Disciplinary Chairman-Robert Hackett

Tournament Chairman-Jerry Deaton

Secretary/Registrar-Roger McDermott *Neil Noble*

Association Commissioner-Dan Veshia

New Business

Adjournment

Exhibit “F”

Spring 2012 League Dates & Information

League Meeting for Team Representatives – Saturday, January 7, 2012-1:00pm

WatchGuard Video Meeting Center-415 Century Pkwy, Allen, 75013

On Century Pkwy between Bethany & McDermott, east of Central Expressway (US 75) in Allen

***Due to lack of attendance at the last couple of meetings,
a \$50 assessment will be charged for those returning teams that fail to attend this meeting.***

Fees: \$75 per player plus referee fees (\$55 per game-10 games scheduled-\$550)

Each Team must provide a net, two corner flags, and a soccer ball for each game.

Minimum 15 players per team, maximum 25 players per team.

League Play Begins: Sunday, February 19, 2012 – Area Fields

Team Registration, ID Card & Roster Change Session Location:

NTPSA Office-903 N. Bowser #320, Richardson, TX 75081-www.ntpsa.org

Roster Changes and Digital ID Photos will be made during THE TIMES LISTED BELOW, but ID cards will not be given out until Saturday, February 11, 2012 when Schedules and ID Cards will be handed out. No Roster changes or ID Cards will be made on the February 11th date. After this date, registered players will be given their ID cards as they are made.

PROOF OF AGE REQUIRED ON ALL PLAYERS HAVING THEIR ID CARDS MADE: (Only acceptable proof)

STATE ISSUED DRIVERS LICENSE, STATE ISSUED IDENTIFICATION CARD, VALID PASSPORT, AND GOVERNMENT ISSUED CITIZEN IDENTIFICATION CARD.

ROSTER CHANGES AND ID CARDS WILL NOT BE MADE DURING OFFICE HOURS.

SESSIONS	DATE	TIME	NOTES
Team Registration	Sat., January 21, 2012	10am-1pm	Rosters, Paperwork, & Fees for Spring 2012 due
Team Registration	Sun., January 22, 2012	2pm-5pm	
Handout ID Cards & Schedules to Captains	Sat., February 11, 2012	10am-12pm	NO Roster Changes or ID cards made at this session.
Roster Change Sessions ONLY	Wed., February 15, 2012	7-10pm	ID Cards NOT made during these sessions.
ID Sessions ONLY	Mon., February 13, 2012	7-9pm	Roster Changes NOT allowed during these sessions.
	Sat., February 18, 2012	10am-1pm	
	Sun., February 26, 2012	9-11am	
Dual Sessions: ID Cards & Roster Changes made during these times	Wed., February 1, 2012	7-9pm	
	Wed., February 8, 2012	7-9pm	
	Wed., February 22, 2012	7-9pm	
	Wed., February 29, 2012	7-9pm	No Refunds/Credits for Deleted Players.
	Sat., March 10, 2012	10am-12pm	No Refunds/Credits for Deleted Players.
	Sat., March 17, 2012	10am-12pm	No Refunds/Credits for Deleted Players.
	Wed., March 21, 2012	7-9pm	No Refunds/Credits for Deleted Players Final Date - Rosters are frozen.

No Games-Sunday, April 8, 2012

Post Season-Playoffs, Sunday, May 6, 2012, & Championships, Sunday, May 13, 2012.

The Regular Season could be extended in the event of weather issues.

Metro United Soccer Tournament, May 26-28, 2012-Make your plans to enter NOW!

12/15/2012

Fall 2012 League Dates & Information

League Meeting for Team Representatives – Saturday, July 14, 2012-2:00pm

WatchGuard Video Meeting Center-415 Century Pkwy, Allen, 75013

On Century Pkwy between Bethany & McDermott, east of Central Expressway (US 75) in Allen

***Due to lack of attendance at the last couple of meetings,
a \$50 assessment will be charged for those returning teams that fail to attend this meeting.***

Fees: \$75 per player plus referee fees (\$55 per game-10 games scheduled-\$550)

Each Team must provide a net, two corner flags, and a soccer ball for each game.

Minimum 15 players per team, maximum 25 players per team.

League Play Begins: Sunday, August 26, 2012 – Area Fields

Team Registration, ID Card & Roster Change Session Location:

NTPSA Office-903 N. Bowser #320, Richardson, TX 75081-www.ntpsa.org

Due to a number of teams that, for some reason, cannot register their teams during the announced "Team Registration Dates", there will be a \$100 fee for any teams that do not register for the Fall 2012 season over the weekend of July 28th & 29th.

Roster Changes and Digital ID Photos will be made during THE TIMES LISTED BELOW, but ID cards will not be given out until Saturday, August 18, 2012 when Schedules and ID Cards will be handed out. No Roster changes or ID Cards will be made on the August 18th date. After this date, registered players will be given their ID cards as they are made.

PROOF OF AGE REQUIRED ON ALL PLAYERS HAVING THEIR ID CARDS MADE: (Only acceptable proof)

STATE ISSUED DRIVERS LICENSE, STATE ISSUED IDENTIFICATION CARD, VALID PASSPORT, AND GOVERNMENT ISSUED CITIZEN IDENTIFICATION CARD.

ROSTER CHANGES AND ID CARDS WILL NOT BE MADE DURING OFFICE HOURS.

SESSIONS	DATE	TIME	NOTES
Team Registration	Sat., July 28, 2012	10am-1pm	Rosters, Paperwork, & Fees for Fall 2012 due
Team Registration	Sun., July 29, 2012	2pm-5pm	
Handout Schedules to Captains	Sat., August 18, 2012	10am-12pm	NO Roster Changes or ID cards made at this session.
Roster Change Sessions ONLY	Wed., August 22, 2012	7-10pm	ID Cards NOT made during these sessions.
ID Sessions ONLY	Mon., August 20, 2012	7-10pm	Roster Changes NOT allowed during these sessions.
	Sat., August 25, 2012	10am-1pm	
	Sun., September 9, 2012	9-11am	
Dual Sessions: ID Cards & Roster Changes made during these times	Sat., August 4, 2012	10am-12pm	
	Wed., August 8, 2012	7-9pm	
	Tues., August 14, 2012	7-9pm	
	Wed., September 5, 2012	7-9pm	
	Sat., September 8, 2012	10am-12pm	
	Wed., September 12, 2012	7-9pm	
	Mon., September 17, 2012	7-9pm	No Refunds/Credits for Deleted Players.
	Sat., September 22, 2012	10am-12pm	No Refunds/Credits for Deleted Players.
	Wed., September 26, 2012	7-9pm	No Refunds/Credits for Deleted Players Final Date - Rosters are frozen.

No Games-Sunday, September 3, 2012

Post Season-Playoffs, Sunday, November 11, 2012, & Championships, Sunday, November 18, 2012.

The Regular Season could be extended in the event of weather issues.

06/13/2012

Exhibit “G”

11:00 PM
01/12/13
Accrual Basis

North Texas Premier Soccer Association, Inc
Profit & Loss
January through December 2012

	<u>Jan - Dec 12</u>
Income	
Other Income	55,300.00
Program Income	524,906.04
Total Income	<u>580,206.04</u>
Expense	
Advertising and Promotion	8,468.37
Conferences/Meetings	1,042.98
Metro Tournament	20,099.48
NTSSA Fees	106,745.00
Occupancy	94,469.36
Office Expense	45,322.29
Payroll Taxes	9,868.68
Premier Park Support	187,497.35
Property Insurance	375.00
Referee Assignors	24,870.00
Referee Expense	2,965.00
Salaries	33,444.07
Telephone & Internet	6,555.66
Trophies	26,720.97
Total Expense	<u>568,444.21</u>
Net Income	<u><u>11,761.83</u></u>

Exhibit “H”

GENERAL WARRANTY DEED

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

Effective Date: SEPTEMBER 25, 2007

Grantor: NORTH TEXAS PREMIER SOCCER ASSOCIATION, INC.,
A TEXAS CORPORATION

Grantee: PREMIER PARK, INC., A TEXAS CORPORATION

Grantee's Address: 903 N. BOWSER ROAD, SUITE 320
RICHARDSON, TEXAS 75081

Property: The real property described in EXHIBIT "A" attached hereto and made a part hereof; together with all buildings, fixtures and other real property improvements located on said real property; and the benefits and appurtenances on or appertaining to said real property and improvements.

Permitted Exceptions: Standby fees, ad valorem taxes and assessments for the year in which this Deed is executed and subsequent years, and subsequent assessments for prior years due to changes in land usage or ownership, payment of which are assumed by Grantee, and the liens securing same; valid and existing visible and apparent easements, rights of way and prescriptive rights, if any, that are not of record but are shown on a survey of the Property furnished to Grantee at or before execution and delivery of this Deed; and any and all restrictions, covenants, easements, rights of way and other matters of record affecting the Property; provided the Permitted Exceptions do not include liens or conveyances affecting the Property, unless same are expressly identified in this Deed.

For TEN DOLLARS (\$10.00) and other valuable consideration, the receipt and sufficiency of which is acknowledged, Grantor has GRANTED, SOLD AND CONVEYED and by these presents does GRANT, SELL AND CONVEY unto Grantee the Property, to have and to hold the Property unto Grantee and Grantee's heirs, executors, administrators, successors and assigns forever, subject to the Permitted Exceptions. Grantor binds Grantor and Grantor's heirs,

executors, administrators, successors and assigns to warrant and forever defend title to the Property to Grantee and Grantee's heirs, executors, administrators, successors and assigns, subject to the Permitted Exceptions, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

When the context requires, singular nouns and pronouns include the plural.

Executed on the date of the acknowledgment below, but effective as of the Effective Date set forth above.

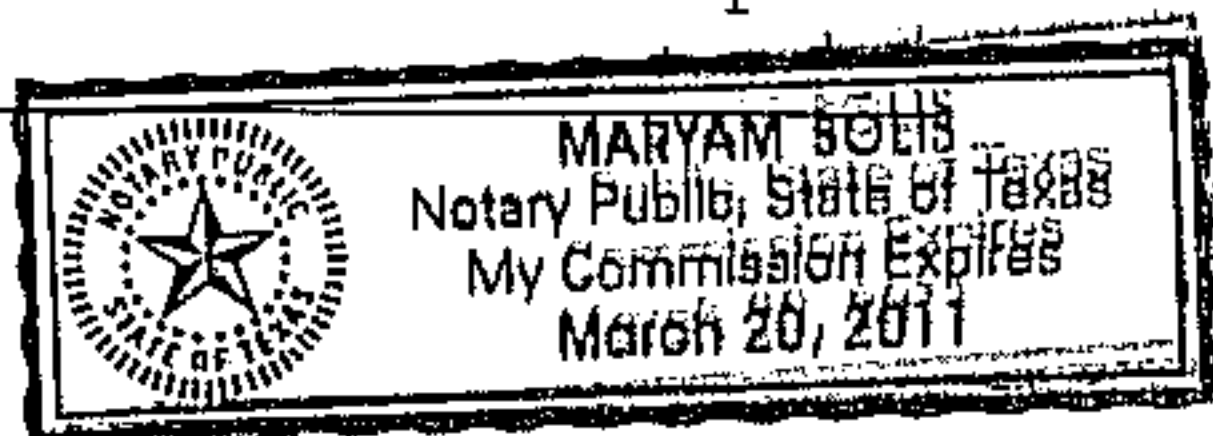
NORTH TEXAS PREMIER SOCCER ASSOCIATION, INC.,
A TEXAS CORPORATION

By: Larry D. Hall
LARRY D. HALL, PRESIDENT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on September 26, 2007, by LARRY D. HALL, PRESIDENT of NORTH TEXAS PREMIER SOCCER ASSOCIATION, INC., a Texas corporation, on behalf of said corporation.

My Commission Expires:



[Signature]
Notary Public, State of Texas

Notary's Printed/Typed Name

AFTER RECORDING, RETURN TO:

PREMIER PARK, INC.
903 N. BOWSER ROAD, SUITE 320
RICHARDSON, TX 75081

EXHIBIT "A"

Being a tract of land out of the John Leeper Survey, Abstract No. 795, in Dallas County, Texas, and being the same tract of land conveyed to North Texas Premier Soccer, by Deed recorded in Volume 2001001, Page 252, Deed Records, Dallas County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at a 1/2 inch iron rod found for corner at the most Northwestern corner of said North Texas Premier Soccer tract and lying in the East right-of-way line of Cheyenne Road (60 foot right-of-way), said corner also being the Southwest corner of Glad Acres Addition, an Addition to the City of Dallas, according to the map thereof recorded in Volume 16, Page 221, Map Records, Dallas County, Texas;

THENCE North 89 degrees 55 minutes 28 seconds East, a distance of 1047.22 feet to a 3/8 inch iron rod found for corner at the Southeast corner of said Glad Acres Addition and the common Southwest corner of Cottonwood Manor, an Addition to the City of Dallas, according to the map thereof recorded in Volume 83189, Page 5057, Map Records, Dallas County, Texas;

THENCE North 89 degrees 49 minutes 23 seconds East, a distance of 320.61 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Southeast corner of said Cottonwood Manor and the common Northwest corner of Lot 4 of Shady Hills Addition, an Addition to the City of Dallas, according to the map thereof recorded in Volume 70045, Page 1827, Map Records, Dallas County, Texas;

THENCE South 00 degrees 35 minutes 29 seconds East, a distance of 626.18 feet to a 5/8 inch iron rod found for corner, said corner being the Southwest corner of Lot 11 of said Shady Hills addition and the common Northwest corner of E.W. Morton Subdivision, an Addition to the City of Dallas, according to the map thereof recorded in Volume 30, Page 223, Map Records, Dallas County, Texas;

THENCE South 00 degrees 09 minutes 10 seconds West, a distance of 434.15 feet to a 5/8 inch iron rod found for corner, said corner being the Northwest corner of a tract of land conveyed to Peachtree Assets, by Deed recorded in Volume 95041, Page 1318, Deed Records, Dallas County, Texas;

THENCE South 00 degrees 10 minutes 22 seconds East, a distance of 208.72 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Southwest corner of said Peachtree Assets tract and the common Northwest corner of a tract of land conveyed to Nick Rosato, by Deed recorded in Volume 87042, Page 5690, Deed Records, Dallas County, Texas;

THENCE South 00 degrees 08 minutes 15 seconds East, a distance of 268.57 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Southwest corner of said Rosato tract and the common Northwest corner of a

tract of land conveyed to Marvin L. Works, by Deed recorded in Volume 78032, Page 1931, Deed Records, Dallas County, Texas;

THENCE South, a distance of 271.34 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner lying in the North line of World O'Oaks Ranches, an Addition to the City of Dallas, according to the map thereof recorded in Volume 6, Page 330, Map Records, Dallas County, Texas;

THENCE South 89 degrees 51 minutes 00 seconds West, a distance of 49.94 feet to a 1/2 inch iron pipe found for corner at the Northwest corner of said World O'Oaks Ranches;

THENCE South 00 degrees 47 minutes 32 seconds East, a distance of 857.36 feet to a 1/2 inch iron rod found for corner, said corner being the Southwest corner of said World O'Oaks Ranches and lying in the North right-of-way line of Elam Road (100 foot right-of-way);

THENCE South 89 degrees 50 minutes 38 seconds West, a distance of 364.88 feet to a 1/2 inch iron rod found for corner, said corner being the Southeast corner of Barney Payne Addition, an unrecorded Addition to the City of Dallas;

THENCE North 01 degrees 01 minutes 42 seconds West, departing said North right-of-way line of Elam Road, a distance of 853.15 feet to a 1/2 inch iron pipe found for corner, said corner being the Northeast corner of said Barney Payne Addition;

THENCE South 89 degrees 56 minutes 10 seconds West, a distance of 92.55 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.";

THENCE North 89 degrees 02 minutes 44 seconds West, a distance of 390.73 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Northwest corner of a tract of land conveyed to Petra P. Solis, by Deed recorded in Volume 99205, Page 6023, Deed Records, Dallas County, Texas and the common Northeast corner of a tract of land conveyed to Kenneth M. Donaldson, by Deed recorded in Volume 98211, Page 275, Deed Records, Dallas County, Texas;

THENCE North 89 degrees 58 minutes 07 seconds West, a distance of 264.69 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Southeast corner of Iron Castle Addition, an Addition to the City of Dallas, according to the map thereof recorded in Volume 70045, Page 1827, Map Records, Dallas County, Texas;

THENCE North 00 degrees 03 minutes 11 seconds West, a distance of 422.61 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Northeast corner of said Iron Castle Addition and lying in the South line of Cheyenne Park, an Addition to the City of Dallas, according to the map thereof recorded in Volume 4782, Page 347, Map Records, Dallas County, Texas;

THENCE North 89 degrees 59 minutes 00 seconds East, a distance of 698.54 feet to a 5/8 inch iron rod found for corner, said corner being the Southeast corner of said Cheyenne Park;

THENCE North 00 degrees 05 minutes 54 seconds West, a distance of 1233.94 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Northeast corner of a tract of land conveyed to Dallas Independent School District (D.I.S.D.), by Deed recorded in Volume 4782, Page 345, Deed Records, Dallas County, Texas;

THENCE South 89 degrees 56 minutes 02 seconds West, a distance of 904.24 feet to a 1/2 inch iron rod set for corner with yellow plastic cap stamped "DCA INC.", said corner being the Northwest corner of said D.I.S.D. tract and lying in said East right-of-way line of Cheyenne Road;

THENCE North, a distance of 149.69 feet to the POINT OF BEGINNING and containing 1,592,368.05 square feet or 36.5557 acres of land, more or less.

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS



John F. Warren, County Clerk
Dallas County TEXAS

October 02 2007 03:56 PM

FEE: \$ 32.00

20070355177

Exhibit “I”

From the desk of

Carroll M. Rogers

11008 Rosser Road, Dallas Texas 75229

cmrogers@tx.rr.com 214.766.3399

TO WHOM IT MAY CONCERN

David Gray, my stepson, retained me to provide expert testimony in regards to the accuracy of the financial statements of North Texas Premier Soccer Association, Inc. ("NTPSA") and Premier Park, Inc. ("PPI"). My background and qualifications to be an expert witness are:

- BS (Accounting), University of Kansas, 1963.
- MBA (Accounting), North Texas State University, 1966.
- President of Accounting Society, University of Kansas; Arthur Young & Co grant to top student, North Texas State University; Beta Alpha Psi, requiring 2.5/3.0 in major curriculum.
- CPA, Certificate #8779 issued 7/29/69. License is not current as I am retired.
- Accounting Instructor for first 6 hours of accounting in evening programs at NTSU, SMU, and several Dallas County Junior Colleges over a period of 6 semesters.
- Auditor with Arthur Young (now Ernst & Young) for 4 years and Management Consultant with Coopers & Lybrand (now Price Waterhouse Coopers) for 2 years. As an auditor, I supervised and assisted in audits on the financial statements for large and small companies as well as for-profit and nonprofit, in over 50 industries.
- As Co-Founder, Director and Treasurer of the Deserving Student Scholarship Foundation, a charity, I coordinated scholarship donations and the granting of scholarships with The Dallas Foundation, a 501(c)(3).
- As Treasurer for Northaven Park Patrol Service ("NPPS"), a nonprofit, I prepared monthly financial statements and the annual tax return, Form 990N for 4 years. I prepared and filed the application with the IRS to obtain 501(c)(4) status.

Determining the accuracy of financial statements presented by NTPSA and PPI requires a determination that generally accepted accounting principles (GAAP) are being followed. This requirement is set forth in Chapter 22, Section 22.352, of the Texas Business Organization Code ("TBOC") for nonprofits. Management of the Association has a fiduciary duty to all members of the Association to prepare an accurate picture of the Associations' financial condition. Arriving at this determination starts with an examination of the following underlying documents: Articles of Incorporation, By-Laws, Minutes of Board Meetings, loan agreements, contracts on purchase or sale of significant assets, monthly financial statements prepared by the Association, and in this case Form 1024- the application for 501(c)(3) status. Some of these documents have not been made available for review as of this date, October 31, 2016. A final conclusion on the accuracy of the financial statements can not be obtained until all significant records have been made available for review.

A summary of the issues to be addressed in regards to the accuracy of the financial statements are as follows:

1. Who owns the land? The owner of record, per Dallas County Appraisal District records, is PPI. Therefore, the question becomes who owns PPI? The evidence made available to date is not conclusive that PPI, in fact, does own the subject property, nor is it conclusive that the NTPSA owns PPI.
2. If the NTPSA, through PPI, is making payments of principal and interest on a bank loan, why is the bank loan not reported in the balance sheet? It is critical to obtain a copy of the bank loan to make final determination on a number of issues involving the proper accounting.
3. Was the land (36.557 acres) disposed of properly? Did NTPSA notify all of the members that a Special Meeting would be held to obtain 2/3 vote approval on the sale of the property? No evidence has been presented by NTPSA that all of the members were notified of this fundamental transaction requiring a 2/3 vote approving the sale. The same question would also apply to the disposal of 2.152 acres that may have been sold to 1-2 buyers (original purchase of land was for 38.709 acres and PPI acquired 36.557 acres).
4. Is 501(c)(3) status proper? The significance of the answer to this question could ultimately have an impact on financial statement disclosure issues for NTPSA. NTPSA represents to their members that the dues paid by members are tax deductible. Status as a 501(c)(3) is also the basis for being included in the affiliate filing of the tax return with the North Texas State Soccer Association. Filing as an affiliate of NTSSA gives them anonymity to a degree as opposed to a separate filing on their own. Form 1024 needs to be made available for review to determine the basis for why NTPSA thought they met the requirements for 501(c)(3) status.
5. The Articles of Incorporation for NTPSA includes ARTICLE FOUR (4) stating that "The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954..." This wording fits the definition of a dividend and nonprofit corporations are prohibited from issuing dividends. Have any dividends been paid to anyone since inception?
6. Answers to each of the above issues will determine whether the Board of Directors, also referred to as the Executive Committee, of NTPSA is in compliance with the requirement to maintain current and accurate financial records per Chapter 22 on Nonprofits, Sec 22.352, of the TBOC. The Board of Directors manages the affairs of the Association, not the members as stated in the Constitution, and has the fiduciary responsibility to comply with all provisions in Chapter 22 of the TBOC. Penalties for not disposing of the land properly and a determination that NTPSA is in fact not a 501(c)(3) can be detrimental to continued financial viability.

Financial Statements Reviewed

The financial statements prior to the year ending December 31, 2007 have not been made available so it is unknown how NTPSA accounted for the land on their balance sheet prior to conveyance of the land to PPI in September of 2007. Between 2007 and June 30, 2009, the land did appear on the financial statements as an asset but the \$1 million bank loan with Compass Bank has never been reported as a liability on the books of NTPSA or PPI. The accuracy or inaccuracy of this reporting depends on who owns PPI and ultimately then who owns the land.

Between 2010 and 2013, the land stopped appearing as an asset on either the financial statement for NTPSA or PPI. The tax return, Form 990, is filed as part of an affiliated group by the North Texas State Soccer Association ("NTSSA") which requires that all of the affiliates be 501(c)(3)'s. NTPSA has represented that they did provide NTSSA with a balance sheet for the years ending August 31, 2013 through 2015 showing the land as an asset but not reporting the bank loan. NTSSA has not confirmed the financial data provided by NTPSA nor have they provided a copy of the IRS letter approving the 501(c)(3) status, representing their approval to be a part of the affiliated group filing Form 990 with the IRS.

See spreadsheet attached titled Review of NTPSA / PPI Financial Statements which highlights the reporting of land, absence of bank loan being reported, and the profit (loss) for each period for the only complete set of balance sheet and profit and loss statement made available by NTPSA.

Who Owns the Land ?

The Dallas County Appraisal District shows PPI as the owner of the land. A stock certificate for 1 million shares in PPI, representing 100% of the authorized number of shares, was issued to NTPSA. If in fact, NTPSA owns PPI, then the land and the bank loan should both be shown on the balance sheet of NTPSA. The loan has never been reflected on the balance sheet.

The P&L's that have been made available on NTPSA show a significant expenditure each year that appears to be the payment of principal and interest on the bank loan. If NTPSA does own PPI then principal and interest should be separated with interest shown as an expense and the principal payment as a reduction in the loan balance. If NTPSA does not in fact own PPI, then the expenditures for loan payments should be reflected as a distribution of profits (i.e. a dividend) to the true owner of PPI. Nonprofits are prohibited from paying dividends to members, directors, or officers per Sec.22.053 of the TBOC. An audit of the books for NTPSA would be required to make the determination that dividends have or have not been paid either as loan payments or, as stated in the Articles of Incorporation for NTPSA, to keep from accumulating excess profits.

Robert Malphurs, Treasurer of NTPSA, stated on September 18, 2007 that he is a current owner of a portion of the subject site and this is further evidence, along with the fact that the land and bank loan have not been consistently reported, that NTPSA does not own PPI and therefore does not own the land.

Was the Land Disposed of Properly ?

Failure to have followed proper procedures in the disposal of a significant asset by a nonprofit corporation could result in penalties and that could jeopardize the financial viability of NTPSA.

Chapter 22 of the TBOC pertains to Texas Nonprofit Corporations. Sec 22.164 (a)(8) sets forth when a vote is required to approve a fundamental action and (8) defines..."a sale of all or substantially all of the assets of a corporation..." as a fundamental action. Sec 22.164 (b)(1) states that..."at least two-thirds of the votes that members present in person or by proxy are entitled to cast at the meeting at which the action is submitted for a vote.

The NTPSA Constitution, ARTICLE VIII, states that "This Association will be governed by its members, which will consist of the elected Executive Committee of this Association and the official delegates from each member team in good standing...". The Executive Committee meets monthly and all of the members are invited to meet once a year at the Annual Meeting unless a special meeting is called to address a specific issue. ARTICLE XII states that..."Amendments to the Constitution may be made at any meeting of the Association by a vote of two-thirds (2/3) of the voting membership present, provided all members have been given ten (10) days written notice of the meeting and a copy of the proposed changes, and a quorum is present." Sale of the land would certainly be a fundamental action of the Association on a level with amending the Constitution. The NTPSA By-Laws state in ARTICLE VI that the Treasurer..."will have full charge of all property of this Association." Furthermore, ARTICLE XVI states that..."Amendments to the By-Laws and Rules & Regulations may be made at any meeting of this Association by majority vote of its members present and voting, provided all members have been given fourteen (14) days written notice of the meeting, including a written copy of the proposed changes. Since the Constitution is consistent with the TBOC that 2/3 of the members present must vote to approve the sale, the simple majority required by the By-Laws can be ignored.

Was a Special Meeting called to submit sale of the land to a vote requiring 2/3 of those present to vote for the sale? Based on the fact that most of the members that have discussed this issue were not aware of the existence of PPI, or sale of the land, it does not appear that this procedure was followed. A former director of NTPSA also claims to have had no knowledge of the sale of the land or the existence of PPI. The financial statements do not reflect any penalties for failing to properly dispose of the land.

Discrepancy Between Financial Report Generated By Accounting Software and Report to IRS on Form 990

For the period ending August 31, 2013, the internally generated profit & loss statement reflected a loss of (\$47,498). NTPSA also provided a profit & loss statement that was purported to have been provided NTSA for inclusion in the consolidated Form 990 that showed a profit of \$47,873. This is a difference of \$95,371 in reported profits which can be accounted for primarily by reporting \$98,468 less in Program Income to the IRS as well as reporting \$192,658 less in expenditures (Premier Park Support/Bank Loan Payments) and a net difference between just these 2 items of \$94,190.

See the attached spreadsheet, with the Heading "North Texas Premier Soccer Association, Inc." that shows the differences in the profit and loss statements, for the fiscal year ended August 31, 2013, line by line.

Representations by Larry Hall to CPA Firm That Prepared Tax Return for the Year Ended August 31, 2012

PriceKubecka, PLLC is the CPA firm that prepared Form 990 for the year ended August 31, 2012 that included the financial information from NTPSA. The CPA firm presented a 4-page questionnaire to verify that NTPSA was appropriately included in the group return. This document was to be signed by Larry Hall as President of NTPSA. The following question was asked: "If any of the above (Larry Hall was the only name listed above) serve as an officer, director, trustee, key employee, partner, or member of an entity doing business with the association, list name and nature of relationship. Larry Hall answered "NO". This a false statement by Larry Hall while serving as President of both NTPSA and PPI. This leads me to conclude that NTPSA/PPI/Larry Hall are withholding significant information as to the true ownership status of the subject property. The CPA signing the tax for this time period, nor the IRS, appear to have any knowledge of PPI and a bank loan.

The overriding question is whether PPI is wholly owned by NTPSA or by Larry Hall, et al. The NTPSA financial statements do not reflect 100% ownership of PPI by NTPSA. Without question, NTPSA, as guarantor of the bank loan, is making payments that are more than sufficient to cover principal and interest. This excess, if not the entire amount, can be construed as a "dividend" to PPI, a for profit corporation, and as such is not an allowable expenditure for a 501(c)(3). If NTPSA owns PPI 100%, and PPI owns the land, there is no reason to have internal financial statements that are not the same as the financial statements reported on the tax return to the IRS. If NTPSA does not in fact own 100% of PPI, it would explain why there are different financial statements for different purposes and why Larry Hall would misrepresent the facts to the CPA preparing the tax return. The most likely reason for misrepresenting the financial transactions to the IRS is that Larry Hall is the intended beneficiary as the true owner of the subject property, not NTPSA. Only the shareholders of PPI can elect the board of directors and officers of PPI annually and that will either be reflected in the Minutes of NTPSA or they will be reflected in the Minutes of PPI if NTPSA does not own PPI. Several years of NTPSA Minutes to the Annual Meeting have been reviewed and NTPSA has never elected the board and officers of PPI. If NTPSA does not own 100% of PPI, this is a serious breach of fiduciary duty by Larry Hall to the members of NTPSA. Larry Hall caused ownership in the subject property to be transferred to PPI for \$10.

Compliance With Chapter 22 of the TBOC and Fiduciary Duty

Based on a review of the limited information made available, the Board of Directors of the Association has not been and is not in compliance with Chapter 22 of the TBOC relative to the accounting for all transactions in accordance with generally accepted accounting principles. If the Board of Directors was taking their fiduciary duty seriously the financial statements would not have the deficiencies cited and there would not be the lack of awareness by a number of members regarding the existence of PPI and the issue of who owns the land.