

**FILED EFFECTIVE** SECRETARY OF STATE  
STATE OF IDAHO

**ASSOCIATION OF IDAHO HIGH SCHOOL SWIMMING, INC.**

**Nonprofit Articles of Incorporation**

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act ("Act"), adopts the following articles of incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation is Association of Idaho High School Swimming, Inc.

**ARTICLE II**  
**PERIOD OF DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The corporation is organized and shall be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). In accordance with the foregoing, the corporation will pursue the following purposes:

- (1) Select, foster and govern member high schools' interschool swimming competitions within the State of Idaho;
- (2) Encourage, regulate, and give direction to wholesome amateur interschool swimming competitions for member high schools;
- (3) Assure that all interschool swimming competitions governed by the corporation shall be subservient to and complement the functions of member high schools;
- (4) Establish standards of eligibility, competition and sportsmanship; and
- (5) Transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act which are consistent with and in furtherance of the purposes for which this corporation is organized.

## **ARTICLE IV LIMITATION UPON ACTIVITIES**

The corporation is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these articles, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

## **ARTICLE V MEMBERS**

The corporation shall have members who shall have such rights as are provided in the bylaws of the corporation that are consistent with the Act and the management authority that these Articles grant the Board of Directors of the corporation. The bylaws of the corporation shall (i) establish criteria or procedures for the admission of members and the consideration required for admission as members, and may (ii) establish classes of membership with different rights and obligations, including voting rights.

## **ARTICLE VI DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII DIRECTORS**

The affairs of the corporation shall be managed by the Board of Directors. The names and addresses of the initial directors of the corporation are:

Julie A. Prince 9229 W. Pebble Brook Ln. Boise, ID 83703	Ann Costello 9911 W. Arabian Dr. Boise, ID 83709	Debra Marria 4274 N. Nines Ridge Ln. Boise, ID 83702
Nick Bacon 1246 12th St. Clarkston WA 99403	Kristy Sligar 3319 N. 32nd Boise, ID 83703	Kyle Bodily 5331 Nez Pearce Dr. Pocatello, ID 83204
Guy W. Bliesner 2785 Linda Circle Idaho Falls, ID 83402	Michael Brosnahan P.O. Box 192 Ponderay, ID 83852	

## **ARTICLE VIII LIMITATION ON PERSONAL LIABILITY**

No director or uncompensated officer of the corporation shall be personally liable to the corporation for monetary damages for conduct as a director or officer, and no director or officer of the corporation shall be liable to the corporation or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for officers set forth in the Idaho Nonprofit Corporation Act; provided however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under Idaho Nonprofit Corporations Act. No amendment to the Idaho Nonprofit Corporations Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omissions that occur prior to the effective date of the amendment.

## **ARTICLE IX INDEMNIFICATION**

Within the restrictions imposed by Article III, the corporation shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement.

## **ARTICLE X REGISTERED AGENT**

The address of the corporation's initial registered office is 9229 W. Pebble Brook Lane, Boise, Idaho 83714. Its initial registered agent at that location is Julie A. Prince.

## **ARTICLE XI INCORPORATOR**

The name and address of the incorporator is: Julie A. Prince, 9229 W. Pebble Brook Lane, Boise, Idaho 83714.

DATED: November 2, 2011.

  
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Julie A. Prince