

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

PETE T. GENARRUSA

I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

IDAHO GOLF ASSOCIATION, INC.

was filed in the office of the Secretary of State on the 12th day of March A. D. One Thousand Nine Hundred sixty-nine and is ~~duly~~^{to be} recorded on ~~Film-Microfilof~~ Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Twin Falls, Idaho** in the County of **Twin Falls** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 12th day of March, A.D., 1969.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO GOLF ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 11 of Title 30, Idaho Code.

AND WE DO HEREBY CERTIFY:

I.

That the name of said Corporation shall be "IDAHO GOLF ASSOCIATION, INC."

II.

The objects and purposes of this corporation are:

(a) To engage in activities, conduct programs, and utilize its efforts in all ways to promote the interests of golf and further it, as a recreational activity, throughout the State of Idaho;

(b) To encourage, organize, support, sponsor, and administer any and all types of golfing activities in the State of Idaho, including but not restricted to tournaments, exhibitions and events;

(c) To engage in various educational and good will activities involving the sport of golf in the State of Idaho, including but not restricted to teaching, educating and encouraging children and younger people in the aspects of golf;

(d) To work and coordinate with any and all municipal golf clubs, daily fee courses, country clubs, Individual and

Golf Organization Members of the Idaho Golf Association, and others, concerning matters relating to the establishment and maintenance of golfing handicap systems, methods, agreements, and services pertaining to Individual Member's handicaps or State of Idaho policy or practice relating thereto;

(e) To coordinate the activities of the Idaho Golf Association, Inc., its members, municipal golf clubs, daily fee courses, and country clubs, with the United States Golf Association, the Professional Golfers Association and others, and, generally to serve as a representative and an emissary of golfers in the State of Idaho, with said organizations;

(f) It being the belief of the founders of this corporation that golf is a healthful activity, that the primary object and purpose of this corporation shall be the encouragement of the playing of golf which will serve in bettering health conditions for the citizens of the State of Idaho as a whole; and

(g) To do any and all things and undertake such other action, whether specified above or not, to promote golf and further it as a wholesome and beneficial recreation and sport for the citizenry of the State of Idaho, as a whole.

III.

The powers of this corporation are to engage in any activity that is, or appears to be necessary or convenient in accordance with the purposes and objects set forth in Article II above, including, but not limited to the following:

(a) To purchase, own, lease, hold, construct buildings for the use of this corporation and exercise all privileges of ownership of such real and personal

property as may be or may become necessary for the furtherance of the objectives and purposes of this corporation.

(b) To solicit funds and contributions to be used for the purposes of this corporation.

(c) To accept any grant, gift, appropriation or otherwise acquire, accept or hold any funds, property or other tangible or intangible thing to be used for the purposes of this corporation.

(d) To contract with any agency or unit of government or municipal corporation upon such terms as the Board of Directors may deem adequate for the purpose of fulfilling the objectives, purposes and powers of this corporation.

(e) This corporation shall have each and all of the powers given to such corporations by the statutes of the State of Idaho as now existing or as hereafter amended but not limited by generality of the foregoing.

(f) This corporation shall have the right through its officers and directors to borrow money for any purposes or object whatsoever in anyway connected with, related to, required for, or necessary for carrying out the purposes and objects of this corporation and to make, issue and deliver and return for any monies borrowed, notes, debenture bonds, certificates or other evidences of indebtedness that the directors or officers may from time to time decide upon, and to secure the payment of any such evidence of indebtedness that may be issued, by mortgages or deeds of trust covering both real and personal property of the corporation, or by assignment of the income of the corporation.

IV.

The principal place of business of the corporation shall be at such a place in the State of Idaho as may be designated by the Board of Directors, at any time and from time to time. The initial place of business shall be in Twin Falls, Idaho, at P.O. Box 525.

V.

The term for which this corporation shall exist is perpetual from and after the date of its incorporation.

VI.

The directors, officers and members of this corporation shall be as follows:

(1) Said corporation shall be managed by a Board of Directors of not less than three (3) nor more than one hundred (100) members, which said Board shall have charge and management of the real estate, personal property of the corporation and promotion, operation and management of said corporation. The exact number, terms and qualifications shall be as provided by the Bylaws.

(2) The officers shall be as provided by the Bylaws of the corporation.

(3) The rights and interests of all individual members shall be equal and no individual member can have or acquire a greater interest in the corporation than any other individual member and no individual member of the corporation shall be allowed more than one vote on any question.

(4) The corporation shall not issue any capital stock but shall issue membership certificates to each member.

(5) Membership certificates shall be non-transferrable and subject to revocation or termination as provided in the Bylaws of the corporation.

VII.

The corporation shall be operated on a non-profit basis for the purpose of carrying out the purposes, objects and powers herein set forth. It is anticipated that there will not be a profit or surplus, but if a profit or surplus does in fact occur, then such profit or surplus shall be used to further the objects and purposes of the corporation, provided, however, that in no event shall the profits or surplus of the corporation be paid to the members of the corporation.

VIII.

The original members of this corporation shall be all those persons who are member delegates of those clubs which are members in good standing of the Idaho Amateur Golf Association, an unincorporated association, in good standing at the time these articles are filed, and such other persons who may in the future be admitted to membership in the corporation and in accordance with the Bylaws of this corporation, it being specifically provided that said corporation may provide for the admission of such future members in such manner and method and under the authority of Section 30-1108, Idaho Code.

IX.

That in accordance with the provisions of Section 30-1102, Idaho Code, an election was held on the 1st day of March, 1969, for the purpose of electing at least nine Directors of the Board under which said corporation elects to operate, said election being held at the Ponderosa Inn, Cassia County, Burley, Idaho, at 2:00 P.M. That a notice of the time and place of the holding of said election of Directors was given by publication of a notice to said effect once a week for two consecutive weeks to-wit: February 20, 1969, and February 27, 1969, in the South Idaho Press, a newspaper published in said city of Burley and by posting a like notice for the same period of time in a conspicuous place, the Ponderosa Inn bulletin board, Burley, Idaho, where said election was held. That at such meeting a quorum of the member delegates of the Idaho Amateur Golf Association being present, a majority of the members present

voted for and there were elected as Directors of said corporation, the following persons, to-wit:

<u>NAME</u>	<u>RESIDENCE</u>
Mike Sweet	P.O. Box 587, Weiser, Idaho 83672
Leland Chatterton	5918 Flamingo Drive, Boise, Idaho 83704
Ken Sparks	Broadmore Golf Club, Nampa, Idaho 83651
Dean Bent	1735 Occidental, Burley, Idaho 83318
Max Brown	584 Cindy Drive, Twin Falls, Idaho 83301
Bob Saxvik	1643 Yale Avenue, Burley, Idaho 83318
Joe Marmo	580 Safestrom, Idaho Falls, Idaho 83401
Duane Roberts	381 Ninth, Idaho Falls, Idaho 83401
Horace Howell	P.O. Box 485, Pocatello, Idaho 83201

X.

This corporation shall have the right to adopt a set of Bylaws in accordance with the provisions of Section 30-1108, Idaho Code.

XI.

The Bylaws of this corporation may be repealed, amended and new Bylaws enacted as follows:

(1) At any regular meeting of the members of the corporation or any special meeting, at which the intention is to so repeal, amend or adopt new Bylaws is stated in the notice calling said meeting, by a majority of all present at the meeting; or,

(2) By a two-thirds vote of the members of the Board of Directors at any regular meeting of said Board or at a special meeting of said Board called for said purposes.

XII.

These articles of incorporation may be amended in any manner at any regular meeting of the members of this corporation by a vote of the majority of the quorum attending such meeting, provided public notice of the intention to amend the articles of incorporation shall have been given by publication at least once a week for three weeks in a newspaper published in the County of the principal place of business of the corporation. The published notice shall designate the meeting at which it is intended to

vote on the proposition of amending the articles of incorporation, and shall state the manner in which it is intended to amend the articles of incorporation and the time and place of said regular meeting.

XIII.

All meetings of the members of this corporation shall be held pursuant to notice of the time and place given to each member by the Secretary mailing the same by ordinary mail at least ten days prior to such meeting. After notice has been so given, the members present at such meeting shall constitute a quorum for the transaction of the business of this corporation. There shall be at least one such meeting each year held on the first Monday of December of each year and as many other meetings of the members as are necessary to transact the business of the corporation.

XIV.

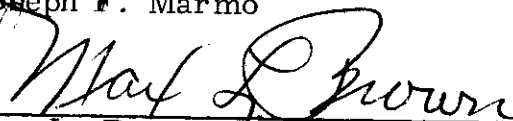
The names and residences of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Joseph F. Marmo	580 Safestrom, Idaho Falls, Idaho
Max L. Brown	584 Cindy Drive, Twin Falls, Idaho
Dean Bent	1735 Occidental Avenue, Burley, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands
this 1st day of MARCH, 1969.



Joseph F. Marmo



Max L. Brown



Dean Bent

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 1st day of March, 1969, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Joseph F. Marmo, Max L. Brown and Dean Bent, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

SPAWN A. ROSMOLT
Notary Public for Idaho
Residing at Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

Joseph MARMO AND DEAN BENT, being first individually duly sworn on oath, depose and say:

That they were the presiding officer and secretary, respectively, of the meeting of the Idaho Golf Association, Inc., held at 2:00 P.M. on the 1st day of March, 1969, at the Ponderosa Inn in Burley, Cassia County, Idaho, at which meeting an election was held and nine Directors were elected as a Board under which the proposed corporation, when incorporated, will operate.

That we have read Article IX of the foregoing instrument and know the contents thereof and know the same to be true.

That attached hereto and made a part hereof is an affidavit of publication and posting of the notice of election mentioned in Article IX of the foregoing instrument.

Joseph J. Marmo

Dean C. Bent

SUBSCRIBED and SWORN to before me this 1st day of MARCH, 1969.

John A. Rosenthal
Notary Public for Idaho
Residing at Twin Falls, Idaho

AFFIDAVIT OF POSTING

STATE OF IDAHO)
) ss.
County of Twin Falls)

DEAN BENT, being duly sworn, deposes and says:

That he is a citizen of the United States, over the age of eighteen (18) years; that on the 14th day of FEBRUARY, 1969, he posted a copy of the within Notice of Election in a conspicuous place on the bulletin board of the Ponderosa Inn in Burley, Cassia County, Idaho, and that to the best of his knowledge, information and belief, said Notice remained so posted from the time of posting thereof continuously until the time of the election mentioned therein on the 1st day of March, 1969.

Dean C. Bent

SUBSCRIBED and SWORN to before me this 1st day of MARCH, 1969.

John A. Rosholt
Notary Public for Idaho
Residing at Twin Falls, Idaho

SOUTH IDAHO PRESS

BURLEY, IDAHO

AFFIDAVIT OF PUBLICATION

County of Cassia,)
) ss.
STATE OF IDAHO)

Ruth Chambers, being first

duly sworn, deposes and says that she is the
Baillie of the South Idaho Press, a daily newspaper published at Burley, Idaho, in the county aforesaid and that the paper is of general circulation therein. Deponent further states that the printed notice attached hereto was duly published according to law in the regular editions of

The South Idaho Press for 2 consecutive weeks, commencing with the issue dated February 20 1969, and ending with the issue dated February 27, 1969.

Ruth Chambers

Subscribed and sworn to before me
this 28th day of February
1969.

Edith Rustett Notary Public

Cost of Publication \$6.75
Notary Fee _____
Total Cost _____

My commission expires October 23, 1971

69-56

NOTICE OF MEETING
Notice is hereby given that, pursuant to the terms of Section 36-102, Idaho Code, a special meeting will be held in the Board Room of the Ponderosa Inn, Burley, Cassia County, Idaho, at 2:00 P.M. on the 1st day of March, 1969, for the purpose of adopting articles of incorporation and electing a Board of nine Directors under which the proposed non-profit corporation to be known as the Idaho Golf Association, Inc., will operate. For the purpose of the election, all member clubs of the Idaho Amateur Golf Association, in good standing, are entitled to send all members entitled to one vote. This meeting will be held on this 1st day of February, 1969.

/s/ MAX BROWN
Max Brown, Acting Secretary
Published in South Idaho Press
February 20 and 27, 1969.