



CERTIFICATE OF INCORPORATION  
OF

GEM COUNTY SOFT BALL ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of GEM COUNTY SOFT BALL ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 1, 19 85.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
GEM COUNTY SOFT BALL ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age and citizens of the United States, in order to form a nonprofit corporation for the purposes herein after stated, pursuant to the provisions relating to nonprofit corporations in the State of Idaho, being Sections 30-301 to 30-332, Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows, to-wit:

I

NAME

The name of this corporation is the "GEM COUNTY SOFT BALL ASSOCIATION, INC."

II

PURPOSES

The purposes for which this corporation is formed are to supervise the activities relating to the game of soft ball; to provide continuity as to the promotion and playing soft ball; to promote the game of soft ball and to provide all of those who wish to play the game an opportunity to do so; to entice the citizens of Gem County to enjoy the game of soft ball as a spectator sport; to ensure that the game of soft ball is being played according to

established rules and regulations; and to work with local municipal governments toward the aim of utilizing local facilities in the most beneficial manner.

In connection with the foregoing, the corporation shall have the power to perform any act in furtherance of the aofresaid purposes, but shall not carry on or perform any activity not permitted to be carried on or performed by a corporation exempt from federal income tax under Section 501(c)(3) and/or 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The purposes for which the corporation is to be formed are for fostering amateur sports competition within the meaning of Section 501(c)(3) and/or 501(c)(4) of the Internal Revenue Code of 1954. The corporation is not organized for the pecuniary profit of its directors, or members, 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 herein. The corporation may not issue stock or declare or distribute dividends, and no part of its net income shall inure to the benefit of any director, officer, or member. Any monies or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the charitable, education and benevolent

purposes of this corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as allowed under Section 501(c)(3) of the Internal Revenue Code of 1954, Form 5768, or corresponding sections of any future Internal Revenue Code. The corporation shall not participate in political campaign on behalf of any candidate for public office.

The foregoing statement of corporate purposes shall be construed as a statement of both powers and purposes, and as not restricting or limiting in any way the general powers of this corporation, or their exercise and enjoyment, as they are expressly or impliedly granted under the Idaho Nonprofit Corporation Act.

### III

#### DISTRIBUTION UPON DISSOLUTION

In the event of the dissolution of this corporation, all of the remaining assets and property shall, after necessary expenses thereof, be distributed to a federal, local or state government for a public purpose. No member, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

### IV

#### DURATION OF EXISTENCE

The period of existence of this corporation is perpetual from and after the date of its complete incorporation.

V

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 731 South Hawthorne Street, Emmett, Idaho 83617, and the name of its initial registered agent at such address is Jim Super.

VI

MEMBERSHIP

Inasmuch as this corporation is a nonprofit corporation, there shall be no capital stock, but membership certificates may be issued in such form and manner and subject to such regulation as the By-laws of the corporation may prescribe. The voting power of the membership, and the constitution of a quorum for all meetings shall be subject to regulation by the By-laws.

VII

BOARD OF DIRECTORS

The number of directors constituting the original board of directors of the corporation is six, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are:

Jim Super, 731 South Hawthorne Street, Emmett, ID 83617  
Tom Hoppell, 2950 East 12th Street, Emmett, ID 83617  
Karen Ryals, 406 North Pine Street, Emmett, ID 83617  
Larry Fortin, 1500 S. Washington Street, Emmett, ID 83617  
David Howe, 1568 North Plaza Road, Emmett, ID 83617  
Pat McCullough, 1383 West 12th Street, Emmett, ID 83617

The number of directors or members of the governing board of the corporation shall be specified in the By-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-laws, provided that the number shall not be less than three nor more than twenty-seven. Additional directors or board members may be elected by those then in office, and the officers so elected shall hold office until the next meeting of the membership, and until their successors are elected and qualified.

#### VIII

##### INCORPORATORS

The name and address of each incorporator is:

Jim Super, 731 South Hawthorne Street, Emmett, ID 83617

Tom Hoppell, 2950 East 21th Street, Emmett, ID 83617

Karen Ryals, 406 North Pine Street, Emmett, ID 83617

Larry Fortin, 1500 S. Washington Street, Emmett, ID 83617

David Howe, 1568 North Plaza Road, Emmett, ID 83617

Pat McCullough, 1383 West 12th Street, Emmett, ID 83617

#### IX

##### AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by law, by affirmative vote of a majority of the membership, represented in person or by proxy, at the annual meeting of the membership, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands  
this \_\_\_\_\_ day of February, 1985.

Jim Super

Tom Hoppel

Karen Ryals

Larry Fortin

David Howe

Pat McCullough