

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

PETE T. CEMARUSA

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

BOISE RACQUET AND SWIM CLUB, INC.

Tenth

May

Sixty-Seven

will be ~~was~~ ~~microfilm~~ was filed in the office of the Secretary of State on the _____ day of _____ A.D. One Thousand Nine Hundred _____ and duly recorded on Film No. _____ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and **Perpetual Existence** successors are hereby constituted a corporation, by the name hereinbefore stated, for **Boise, Idaho** from the date hereof, with its registered office in this State located at _____ in the County of _____

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 _____ day of _____ A.D., 19 **Tenth** **May** **67**

Secretary of State.

ARTICLES OF INCORPORATION

OF

BOISE RACQUET AND SWIM CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of this non-profit corporation is BOISE RACQUET AND SWIM CLUB, INC.

SECOND

That this Corporation is not formed for pecuniary profit nor shall any part of the revenue or income of the Corporation enure to the benefit of any shareholder thereof or of any individual, or be applied or used for any purpose other than to further the objects and purposes of the Corporation which are as follows:

1. To acquire, develop, own, establish, maintain and control places of amusement and recreation whereupon all manner of athletic sports and endeavor--but particularly tennis and swimming--may be conducted and enjoyed and participated in; and any related purpose reasonably related thereto.
2. To maintain and establish a club room or club house where the members may meet for purposes of recreational and social participation and enjoyment of the facilities of the Corporation; also to own and receive such property--whether real or personal--and whether obtained by purchase, gift or devise as may be necessary to carry on or promote the objects of said Corporation; to construct such facilities, and to mortgage, encumber, lease or convey any part of the same, except that which may have been received as a gift or devise for some special purpose.
3. For the purposes of the Corporation and not for pecuniary profit to make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

4. For the purposes of the Corporation and not for pecuniary profit to borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business for pecuniary profit.

THIRD

The Corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the Corporation is Room 631, First National Bank Building, Boise, Idaho

FIFTH

The amount of the capital stock of this corporation shall be, and is 470 shares of Common Stock of \$10 par value each. The qualifications of shareholders and the terms and conditions of sale, stock transfer, the time mode, conditions and effect of forfeiture of stock certificates including restoration of same, the dues, if any, required to retain shareholder status, the time of payment and manner of collecting said dues shall be such as may be provided for in the by-laws of the Corporation.

SIXTH

The names and address of the incorporators and the number of shares subscribed for by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Common Stock</u>
David D. Hoene	410 Bitterroot Drive Boise, Idaho	15
William Chandler	2619 Redway Road Boise, Idaho	15
Keith Taylor	3225 Mountain View Dr. Boise, Idaho	15
Emmet B. Herndon	P. O. Box 7645 Boise, Idaho	15
Richardson Axtell	615 9th Avenue South Nampa, Idaho	15

<u>Name</u>	<u>Address</u>	<u>No. of Shares Common Stock</u>
E. L. Sullivan	6400 Randolph Drive Boise, Idaho	15
Robert L. Zimmerman	3711 Kipling Road Boise, Idaho	15
Charles W. Mertel	2827 Heather Place Boise, Idaho	15

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of Directors of the corporation shall be as 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 the number of Directors of the corporation shall not be less than five nor more than nine. In case of any decrease in the number of Directors due to death, ill health, resignation or otherwise, new Directors may be elected by a simple majority of the Directors then in office, and the new Directors so elected shall hold office until the next annual meeting of the stockholders or until their successors are duly elected and qualified.

NINTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good-will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

TENTH

The By-Laws of the Corporation may be altered, amended or new By-Laws adopted at any regular or special meeting of the shareholders called for that purpose, by an affirmative vote of two-third's of the shareholders present at such meeting; provided, that a quorum as specified in the By-Laws of the Corporation or the laws of the State of Idaho be present.

In addition, hereto, the power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the duly-elected Board of Directors of the Corporation.

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, is reserved unto the shareholders and shall be exercised by a majority vote of the shareholders, represented in person or by proxy, at any annual or special

