

FILED/EFFECTIVE

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**ARTICLES OF INCORPORATION
OF
SKYVIEW ATHLETIC COMPLEX, INC.**

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned acting as incorporators of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated do hereby certify as follows:

ARTICLE I.

Name

The name of the corporation is: Skyview Athletic Complex, Inc.

ARTICLE II.

Duration

The period of existence and duration of the corporation shall be perpetual.

ARTICLE III.

Nonprofit

The corporation is a nonprofit corporation.

IDAHO SECRETARY OF STATE

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ARTICLE IV.

Corporate Purposes

The purposes for which this corporation is organized are:

A. To preserve, promote, and educate the general public regarding the need for and benefit of athletic facilities for Skyview High School, a public high school located at 1303 Greenhurst in Nampa, Idaho.

B. To conduct activities designed to provide, maintain and improve athletic facilities at Skyview High School for the benefit of the general public, the students, athletes, coaching staff and administration of Skyview High School, and the spectators and officials in attendance at athletic events at Skyview High School, including activities or promotions to raise funds with which to carry out the corporation purposes.

C. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

D. To be duly educational and charitable in its purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

E. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any

power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V.

Limitations

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) No part of the net earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(3) This corporation shall be duly charitable and educational and its purposes shall be conducted and the corporation shall be operated, supervised and controlled for the specific purposes of making programs, services, and facilities available to and for public education, without regard to race, creed, color, religion, sex or national origin.

(4) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Internal Revenue Code of 1986, as amended.

(5) The corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4841(d) of the Internal Revenue Code of 1986, as amended); retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, as

amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI.

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 416 Tanoak, Nampa, Idaho 83686, and the name of its initial registered agent at such address is Carla Behrens.

ARTICLE VII.

Membership

- (1) This corporation shall have no members.
- (2) The Board of Directors of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE VIII.

Board of Directors

- (1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than (3) nor more than nine (9) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Carla Behrens	416 Tanoak, Nampa, Idaho 83686
Terry Michaelson	1303 12 th Ave. Rd., Nampa, Idaho 83686
Lynn Borud	710 Vista Terrace, Nampa, Idaho 83686
Joe Wheeler	8681 Quail Ridge Dr., Nampa, Idaho 83686
Nick Treinen	116 Faye Lane, Nampa, Idaho 83686

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being of having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

ARTICLE IX.

Officers

The officers of this corporation shall be a President and Chief Executive Officer, a Secretary and a Treasurer, and such subordinate officers as may be elected by the Board of Directors.

ARTICLE X.

Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

ARTICLE XI.

Amendment of Articles and Bylaws

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the Bylaws.

ARTICLE XII.

Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purposes of the corporation, to Nampa School District #131, or to such other organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the country in which the principal office of the corporation

is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE XIV

Incorporators

The name and address of each Incorporator is:

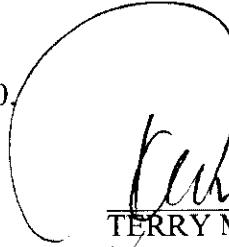
NAME

ADDRESS

Terry Michaelson

1303 12th Ave. Rd., Nampa, Idaho 83686

Dated this 11th day of February, 2000



TERRY MICHAELSON
Incorporator