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STATE OF IDAHO

ARTICLES OF INCORPORATION OF THE SANDPOINT UNITED SOCCER  
ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho  
Nonprofit Corporation Act, adopts the following articles of incorporation for such  
corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is:

SANDPOINT UNITED SOCCER  
ASSOCIATION, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to promote club,  
recreational, and school soccer in Bonner County, Idaho; to foster national and  
international amateur soccer competition; to conduct local, regional, national, and  
international competition in soccer; and to support and develop amateur athletes for that  
competition. Within the parameters set forth herein, the corporation may engage in any  
lawful activity.

The Corporation is organized exclusively for charitable and educational purposes,  
including for such purposes, the making of distributions to organizations that qualify as  
exempt organizations under section 501(c)(3) of the Internal Revenue Code, or  
corresponding section of any future federal tax code. The Corporation may receive and  
administer funds for educational and charitable purposes, within the meaning of Section  
501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is  
empowered to hold any property, or any undivided interest therein, without limitation as  
to amount or value; to dispose of any such property and to invest, reinvest, or deal with  
the principal or the income in such manner as, in the judgment of the directors, will best  
promote the purposes of the Corporation, without limitation, except such limitations, if  
any, as may be contained in the instrument under which such property is received, these  
Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do  
any other act or thing incidental to or connected with the foregoing purposes, or in  
advancement thereof, but not for the pecuniary profit or financial gain of its directors or  
officers except as permitted under the Idaho Nonprofit Corporation Law.

IDAHO SECRETARY OF STATE  
01/29/1999 09:00  
CLERK OF COURT  
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No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 the Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV

The Corporation shall not have members.

#### ARTICLE V

The initial street address in the state of Idaho of the initial registered office of the Corporation is 6010 Baldy Mountain Road, Sandpoint, ID 83864, and the name of the initial registered agent at such address is Peggy Baranski.

#### ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the State of Idaho, but the operations of the Corporation shall not be limited to such territory.

## ARTICLE VII

The initial board of directors shall consist of five (5) directors, who need not be residents of the state of Idaho.

## ARTICLE VIII

The names and addresses of the persons who shall serve as directors until their successors shall have been elected and qualified are as follows:

- |   |  |
|---|--|
| 1) Peggy Baranski<br>6010 Baldy Mountain Road<br>Sandpoint, Idaho 83864 | 2) Bill Peterson<br>10805 Hwy 95<br>Sandpoint, Idaho 83864 |
| 3) Tom Atencio<br>339 S. 4th<br>Sandpoint, Idaho 83864                  | 4) Tim Thomas<br>119 W. Fry Creek<br>Sagle, Idaho 83860    |
| 5) Laurie Radcliffe<br>2166 E. Dufort Road<br>Sagle, Idaho 83860        |  |

## ARTICLE IX

The name and address of the initial incorporator is as follows:

Peggy Baranski  
6010 Baldy Mountain Road  
Sandpoint, Idaho 83864

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Sandpoint, Idaho, on 12-30, 1998.

  
Peggy Baranski