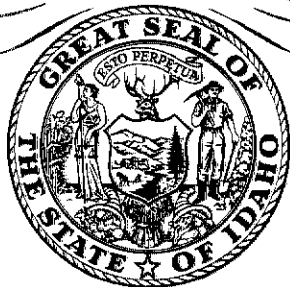


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

ORCHARDS SPORTS, INC.

was filed in the office of the Secretary of State on the **Twelfth** day of **May**, A. D. One Thousand Nine Hundred **Sixty**, and is duly recorded on Film No. **111** 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 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Lewiston**, in the County of **Nez Perce**, and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **May**, A.D., 19 **60**.

Secretary of State.

ARTICLES OF INCORPORATION

We the undersigned, Incorporators, hereby associate ourselves together to form and establish a Corporation not for profit under the laws of the State of Idaho.

1. The name of this corporation shall be ORCHARDS SPORTS, INC.

2. The business and purpose of such Corporation shall be to:

A. To establish, promote and conduct recreational activities for the enjoyment, education and welfare of the young people of Lewiston Orchards and vicinity.

B. Pecuniary Profit is not the object or purpose of this Corporation and shall not be an object or purpose of this Corporation.

C. This Corporation shall have the power to own or lease land, to borrow or lend money, to construct equipment, to make contracts and do any other thing which may be necessary or convenient to accomplish any of the purposes set forth or implied in 2 A.

3. The place where the principal office of this corporation shall be maintained, its principal place of business and location and post office address of its registered office shall be Lewiston, Idaho.

4. The name and address of its first resident agent in this State is: Charles Hathoway, 3324 8th Street, Lewiston, Idaho.

5. This Corporation is organized not for profit and without capital stock. The rights and interest of all members shall be acquired, and no member can have or acquire a greater interest therein than any other member. The Association shall issue membership certificates to each member thereof, which certificates can not be assigned so that the transferee thereof, by such transfer can become a member of the association. Membership in the corporation may be acquired in such manner

and upon such terms and conditions as shall be prescribed by the by-laws. No part of the net earnings of this corporation shall at any time inure to the profit of any member of the corporation and no distribution of any property of the corporation shall ever be made to any member thereof.

The membership fees and the amount of assessments and dues to carry on the business of the association and reimbursement for services rendered and expenses incurred by the association or its members, the time of payment and manner of collecting amounts due and provisions for forfeiture of payments and manner of collecting amounts due and provisions for forfeiture of membership for non-payment thereof, together with the number and qualifications of members and terms and conditions of admission to membership and the time, mode, conditions and effects of expulsion or withdrawal from and of restoration to membership, together with all other matters governing the operation, management and conduct of the affairs of this corporation, shall all be in accordance with and as fixed and prescribed by the by-laws of this corporation.

6. The term for which this Corporation shall exist shall be perpetual.

7. The number of directors of this corporation shall be seven, but the number of directors may be increased from time to time by vote of the members in accordance with the by-laws of the corporation. Any and all vacancies in the board of directors shall be filled by the remaining directors, and any person appointed to fill any vacancy shall serve until the next annual meeting of the members.

8. The names and post office addresses of the Incorporators, who are the first members of the Board of Directors, are as follows:

Archie George	Lewiston, Idaho
Anyd Meshishnek	Lewiston, Idaho
Lloyd Johnson	Lewiston, Idaho
Ralph Hubbard	Lewiston, Idaho
John Maynard	Lewiston, Idaho
Tony Muscat	Lewiston, Idaho
Charles Hathoway	Lewiston, Idaho

