

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

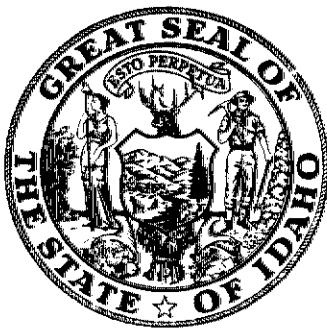
VALLEY YOUTH SOCCER ASSOCIATION, INC.

File number C 118706

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 VALLEY YOUTH SOCCER 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 17, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By A handwritten signature of Pete T. Cenarrusa, which is a cursive script of the name.

ARTICLES OF INCORPORATION

OF

VALLEY YOUTH SOCCER ASSOCIATION, INC.

The undersigned, acting as incorporator(s) of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopt(s) the following Articles of Incorporation for this nonprofit corporation.

II.

The name of this nonprofit corporation shall be Valley Youth Soccer Association, INC.

III.

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

IV.

The address of the initial registered office of this corporation is 2306 Fifth Street, Lewiston, Idaho, and the name of the initial registered agent at such address is Joyce Majure.

V.

The members of this nonprofit corporation shall be individuals or entities whose interest and support will be beneficial to the growth and development of the soccer programs of the corporation. The manner of election or appointment and the qualifications and rights of the members of this nonprofit corporation are set forth in the Bylaws.

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VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Joyce Majure	2306 5th Street, Lewiston, ID 83501
Kelly Dibble	213 Hillcrest Road, Lewiston, ID 83501

VII.

The first Board of Directors shall consist of six (6) directors, but during his/her/their term(s) of office, or thereafter, the number of directors constituting a Board shall not be less than seven (5) or more than twenty-one (21).

The following person(s) is/are named director(s) of the corporation to serve until his/her/their successor(s) is/are elected and qualified according to the Bylaws:

<u>Name</u>	<u>Address</u>
Joyce Majure	2306 5th St., Lewiston, ID 83501
Kelly Dibble	213 Hillcrest Rd., Lewiston, ID 83501
Ed Harrich	1121 30th St., Lewiston, ID 83501
Don Spindler	919 4th St., Clarkston, WA 99403
Scott Hoffman	3053 Mayfair Ridge, Lewiston, ID 83501
Jim Hill	609 Bryden Ave., Lewiston, ID 83501

VII.

All or any meetings of the members or of the Board of Directors may be held within or without Idaho.

IX.

The members of this nonprofit corporation shall not be personally liable for the debts, liabilities, or obligations of this nonprofit corporation.

No part of any monies received by the corporation shall inure to the benefit of any private member or individual, other than by acquiring, constructing, or providing management, maintenance, and care of property held, operated, or owned by the Association or by a rebate of excess membership dues, fees, or assessments.

X.

Liquidation Distribution

At the end of the term of the corporation or in the event of dissolution prior to the end of the term, if there shall be any balance of assets and funds of the corporation after the payment or provision for all debts of the corporation and the necessary expenses of liquidation, the Board of Directors in their discretion shall distribute such remaining assets and funds, among organizations which have qualified under Section 501(c) (3) of the United States Internal Revenue Code as tax exempt and have purposes similar to those of this corporation.

IN WITNESS WHEREOF, I/we have signed duplicate originals of these Articles of Incorporation this 3rd day of February 1997.

Kelly Dibble
President

Ed Hamm
1st Vice President

Don Pendleton
2nd Vice President

George A. Majane
Secretary

Stephen J. Tamm
Treasurer

John G. O'Sullivan
Registrar