

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

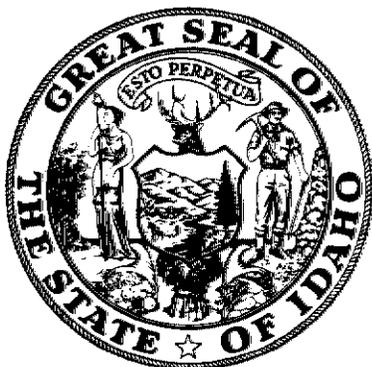
**ALVARO ATHLETIC GROUP, INC.**

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 **ALVARO ATHLETIC GROUP, 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 13**, 19 **87**.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*John S. Henderson*  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

ALVARO ATHLETIC GROUP, INC.

17 FEB 19 09 9 39

We, the undersigned, desiring to form a nonprofit corporation under the statutes of the State of Idaho, do hereby make, subscribe and acknowledge as follows:

**ARTICLE ONE**

NAME

The name of the corporation is ALVARO ATHLETIC GROUP, INC.

**ARTICLE TWO**

PURPOSE

The corporation is organized for the purpose of developing the athletic facilities and procuring athletic equipment at Caldwell Senior High School in memory of Charlie Alvaro and for any other lawful purpose.

**ARTICLE THREE**

NONPROFIT PURPOSE

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. The corporation is formed exclusively for purposes which are not for

profit, and not for pecuniary profit or financial gain. No part of the corporate assets, income or profits shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a nonprofit corporation under the nonprofit corporation laws of the State of Idaho and Section 501(c)(3) of the Internal Revenue Code. The corporation shall not take steps which serve to facilitate the transaction of specific business by its officers, directors, or members; or promote the private interest of any officer, director or member; or engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit.

#### ARTICLE FOUR

##### DURATION

The period of the duration of this corporation is perpetual.

#### ARTICLE FIVE

##### MEMBERS

There shall be one class of members.

#### ARTICLE SIX

##### REGISTERED OFFICE

##### AND AGENT

The post office address of the corporation's registered office is 2622 Cleveland Boulevard, Caldwell, Idaho 83605. The initial registered agent at such address is Michael L. Maenaka.

#### ARTICLE SEVEN

##### DIRECTORS

The number of directors constituting the initial Board of

Directors of the corporation is eight, and the names and addresses of the persons who are to serve as the initial directors are:

Michael L. Maenaka	2622 Cleveland Boulevard
Susan K. Maenaka	Caldwell, Idaho 83605
Terry Rinearson	1806 Sandalwood
Mary Rinearson	Caldwell, Idaho 83605
John Houston	Route 1, Box 1143A
Donna Houston	Nampa, Idaho 83651
Steven D. Willmorth	2622 East Cherry
Doris Willmorth	Caldwell, Idaho 83605

The number of directors may be changed from time to time by amendment to the corporate By-Laws, except that the number of directors shall be at least three (3).

#### ARTICLE EIGHT

##### DISTRIBUTION ON DISSOLUTION

##### OR LIQUIDATION

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE NINE

##### AMENDMENTS

These Articles of Incorporation may be amended from time to time in any manner lawful under the Nonprofit Corporation Act of the State of Idaho.

ARTICLE TEN

INCORPORATORS

The name and street address of each incorporator is:

Michael L. Maenaka                      2622 Cleveland Boulevard  
Susan K. Maenaka                      Caldwell, Idaho 83605

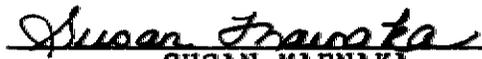
Terry Rinearson                      1806 Sandalwood  
Mary Rinearson                      Caldwell, Idaho 83605

John Houston                      Route 1, Box 1143A  
Donna Houston                      Nampa, Idaho 83651

Steven D. Willmorth                      2622 East Cherry  
Doris Willmorth                      Caldwell, Idaho 83605

IN WITNESS WHEREOF, We have hereunto set our hands this  
10<sup>th</sup> day of March, 1987.

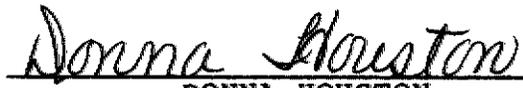
  
MICHAEL L. MAENAKA

  
SUSAN MAENAKA

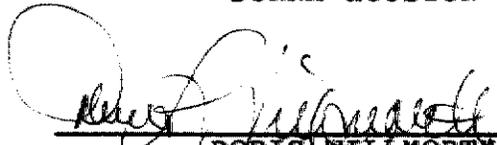
  
TERRY RINEARSON

  
MARY RINEARSON

  
JOHN HOUSTON

  
DONNA HOUSTON

  
STEVEN D. WILLMORTH

  
DORIS WILLMORTH

STATE OF IDAHO            )  
                                  )    ss.  
County of Canyon        )

I, MARY GLEDHILL, a Notary Public, do hereby certify that on the 10th day of March, 1987, MICHAEL L. MAENAKA, SUSAN K. MAENAKA, TERRY RINEARSON, MARY RINEARSON, JOHN HOUSTON, DONNA HOUSTON, STEVEN D. WILLMORTH and DORIS WILLMORTH appeared before me, and who, being by me first duly sworn, declared that they are the incorporators of ALVARO ATHLETIC GROUP, INC., and that they signed the foregoing documents as incorporators of the corporation, and that the statements therein contained are true.

Mary Gledhill  
Notary Public for Idaho  
Residing at Caldwell