

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SANDPOINT SLAM, INC.**

**FILED**  
99 JUN -7 PM 2:20  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, as the original incorporator pursuant to Idaho Code 30-3-16, and by resolution of the Board of Directors, hereby amends and restates the Articles of Incorporation of Sandpoint Slam, Inc. pursuant to the Idaho Nonprofit Corporation Act as currently enacted or as hereinafter amended or modified.

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation shall be **SANDPOINT SLAM, INC.**, and the registered agent of the corporation shall be J. T. Diehl with the registered location of 106 West Superior Street, Sandpoint, Idaho.

**ARTICLE II  
DURATION**

The period of duration of this non-profit corporation shall be perpetual.

**ARTICLE III  
PURPOSE**

The Corporation is organized and will be operated exclusively for charitable, religious, educational and scientific 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 the corresponding section of any future federal tax code.

IDAHO SECRETARY OF STATE

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As part of the charitable, educational, religious and scientific purposes within the meaning of Section 501(c)(3), this corporation shall sponsor, create, promote, deliver and maintain a community three-on-three basketball tournament with related activities, all of which promote sportsmanship, athletics and enjoyment for participants, volunteers, spectators and the community at large; any net proceeds from operations shall be used and distributed for scholarship programs, community youth programs or for such other charitable, scientific, religious or educational purposes; the Corporation shall also be entitled to receive and administer funds exclusively for charitable purposes without pecuniary gain or profit, incidental, or otherwise, to its members; and also to engage in any lawful act or activity for which corporations may be organized under the Non-Profit Corporation Law of the State of Idaho.

#### **ARTICLE IV NON-STOCK CORPORATION**

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof. This corporation is not organized for profit and it shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any member, director, or individual. All money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for the purpose for which this corporation was formed or for other charitable, scientific or educational purposes.

#### **ARTICLE V DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is seven (7). The names and addresses of the persons who are to serve as the initial directors are as follows:

Shari French  
1176 Granite Ridge Drive  
Sandpoint, ID 83864

Cassie Fiedler  
516 St. Clair Avenue  
Sandpoint, ID 83864

Robert J. Witte  
P. O. Box 103  
Kootenai, ID 83840

Paralee Gates  
1111 Spruce Street  
Sandpoint, ID 83864

David DeMers  
25 Harbor View Drive  
Sagle, ID 83860

Foster Hepperly  
P.O. Box 203  
Sandpoint, ID 83864

J. T. Diehl  
106 W. Superior Street  
Sandpoint, ID 83864

## **ARTICLE VI ELECTION OF DIRECTORS**

The foregoing directors shall act in such capacity until the election of their successors, and shall act pursuant to the Bylaws and the statutes in effect relating to non-profit corporations in the State of Idaho.

## **ARTICLE VII CORPORATE OFFICERS**

The general officers of the corporation shall be President, Vice-President, Secretary and Treasurer.

The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the Vice President shall be to discharge the President in the event of absence or disability, for any cause whatsoever of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of corporation thereto and to such other

papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation. Whenever the Board of Directors may so order any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

#### **ARTICLE VIII ELECTION OF OFFICERS**

The officers shall be elected by the directors and shall serve in that capacity at the discretion of the Board.

#### **ARTICLE IX REASONABLE COMPENSATION FOR SERVICES RENDERED**

No part of the net earnings of the corporation shall inure to the benefit or be distributable to

its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE X AMENDMENTS**

These articles may be amended in the manner provided by statute at the time of amendment.

#### **ARTICLE XI DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all the assets of the corporation by distribution to such non-profit and charitable corporation, municipal corporation, or among one or more trusts, community chests, funds or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, which purposes shall be exempt within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual. Any such assets not so disposed of shall be disposed of by the District Court 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 such court shall determine, which are organized and operated exclusively for such purposes.

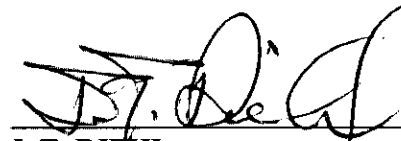
**ARTICLE XII  
INCORPORATORS**

The names and residence of the initial incorporator of this corporation remains as follows:

J. T. Diehl  
106 W. Superior  
Sandpoint, ID 83864

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation pursuant to a resolution of the Board of Directors on the date identified below.

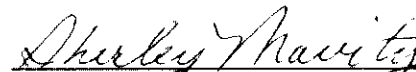
Dated this 3<sup>rd</sup> day of June, 1999.

  
\_\_\_\_\_  
J. T. DIEHL

STATE OF IDAHO                    )  
  ) ss.  
County of Bonner                )

On this 3<sup>rd</sup> day of June, 1999, before me, a notary public in and for said state, personally appeared J. T. Diehl, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.

  
\_\_\_\_\_  
NOTARY PUBLIC--State of Idaho  
Residing at Sandpoint  
My Commission Expires 9-16-03

**CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR  
SANDPOINT SLAM, INC.**

99 JUN -7 PM 2:20  
SECRETARY OF STATE  
STATE OF IDAHO

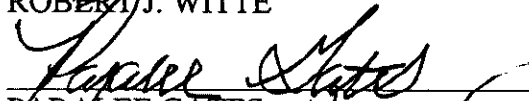
The undersigned, being all of the Board of Directors of Sandpoint Slam, Inc., at a meeting held on May 20, 1999, adopted the Amended and Restated Articles of Incorporation of Sandpoint Slam, Inc., a copy of which is attached this certificate. This certificate shall also evidence the authority of J. T. Diehl to execute on behalf of the Board of Directors the Amended and Restated Articles of Incorporation and submit the same to the Secretary of State for certification.

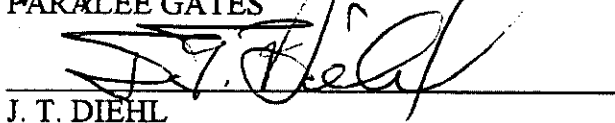
It is further acknowledged that the Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation which were filed with the Idaho Secretary of State on February 1, 1999.


DATED this 5 day of June, 1999.

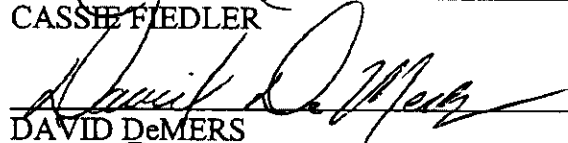
  
SHARI FRENCH

  
ROBERT J. WITTE

  
PARALEE GATES

  
J. T. DIEHL

  
CASSIE FIEDLER

  
DAVID DeMERS

  
FOSTER HEPPERLY