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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SANDPOINT SLAM, INC.**

IDAHO SECRETARY OF STATE

02/01/1999 09:00
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The undersigned, acting as incorporator(s) pursuant to Idaho Code Section 30-1-1, hereby forms the following nonprofit corporation, which shall be controlled by and have the powers enumerated in the Idaho Nonprofit Corporation Act as currently enacted or as hereafter 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, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

The primary purpose of this corporation shall be to 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; the tournament will benefit the merchants throughout the community and any net proceeds from operations shall be used and distributed for scholarship programs, community youth programs or for such other charitable, scientific 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 in carrying out one or more of its purposes.

**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, 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.

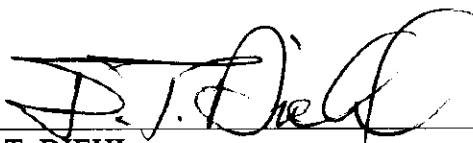
**ARTICLE XII.
INCORPORATORS**

The names and residence of the persons forming this corporation are as follows:

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

IN WITNESS WHEREOF, the above named incorporator has executed the Articles of Incorporation on the date identified below.


Dated this 28 day of January, 1999.


J. T. DIEHL

STATE OF IDAHO)
) ss.
County of Bonner)

On this 28th day of January, 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