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State of Idaho

Department of State

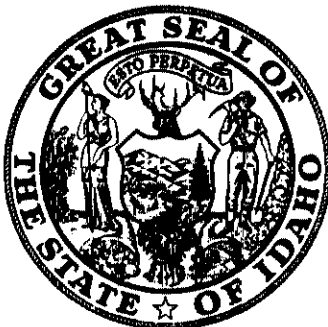
CERTIFICATE OF INCORPORATION OF

UNIVERSITY CITIES UNITED YOUTH SOCCER ASSOCIATION, 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 UNIVERSITY CITIES UNITED 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: June 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Decker*

ARTICLES OF INCORPORATION OF
UNIVERSITY CITIES UNITED YOUTH SOCCER ASSOCIATION, INC.

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The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is University Cities United Youth Soccer Association, Inc.

SECOND: The corporation is formed exclusively for purposes for which a corporation may be formed under the Idaho Nonprofit Corporation Act and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation shall be distributed to, or inure to the benefit of, its members, directors, or officers except to the extent permitted under the Idaho Nonprofit Corporation Act.

THIRD: The period of its duration is perpetual.

FOURTH: The purpose or purposes for which the corporation is organized are:

- (a) To promulgate the game of Soccer at all levels, for the benefit of all persons regardless of race, creed, color, national origin, age or sex.
- (b) To develop soccer players for the high school programs in the Moscow, Idaho and Pullman, Washington region.
- (c) To provide opportunities for soccer players to prepare for intercollegiate competition.

FIFTH: The designation of members, the manner of election or appointment, and the qualifications and rights of the members shall be set for the in the By-Laws.

SIXTH: 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried out on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which

are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law). Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

SEVENTH: The address of the initial registered office of the corporation is 1630 Pine Cone Rd., Moscow, Idaho 83843 and the name of its initial registered agent is Joseph J. Geiger.

EIGHT: The number of directors constituting the initial Board of Directors of the Corporation is _____, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

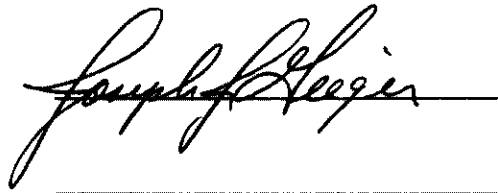
<u>Name</u>	<u>Address</u>
<u>Joseph J. Geiger</u>	<u>1630 Pine Cone Road, Moscow, Idaho 83843</u>
<u>Patrick Gagon</u>	<u>1 North Street, Moscow, Idaho 83843</u>
<u>Linda Rowton</u>	<u>524 East D Street, Moscow, Idaho 83843</u>
<u>Janice McElowney</u>	<u>SE Earhtone Drive, Pullman, Washington 99163</u>
<u>Larry Kirkland</u>	<u>823 Lynn, Moscow, Idaho 83843</u>
<u>James Kuska</u>	<u>2156 Randall Flat Road, Moscow, Idaho 83843</u>
<u>P. Michael Davidson</u>	<u>844 Indian Hills Drive, Moscow, Idaho 83843</u>

NINTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
<u>Joseph J. Geiger</u>	<u>1630 Pine Cone Rd., Moscow, Idaho 83843</u>

TENTH: Upon the dissolution of the corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law), as the directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the State of Idaho, County of Latah, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

DATED this 19 day of May, 1993

A handwritten signature in cursive script, appearing to read "Joseph B. Legier", is written over a horizontal line. Below this line is another horizontal line, creating a space for a second signature or stamp.

STATE OF IDAHO)
)
County of Latah) ss.

On this 19 day of May 1993, personally appeared before me, the undersigned, a Notary Public in and for said State, Joseph S. George, the party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him, the contents of said certificate, and he did acknowledge that he signed, sealed, and delivered the same as his voluntary act and deed, and deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

Gerald R. Reynolds
NOTARY PUBLIC, in and for the
State of Idaho, residing at
Moscow, therein
My Commission Expires: 7-24-94

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