

**ARTICLES OF INCORPORATION**

JUL 7 3 20 PM '00

**BOISE FRONT TRAIL RUN, INC.**SECRETARY OF STATE  
STATE OF IDAHO

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

**ARTICLE 1: NAME.**

The name of the corporation shall be **BOISE FRONT TRAIL RUN, INC.**. This corporation is a nonprofit corporation.

**ARTICLE 2: DURATION.**

The duration of this corporation shall be perpetual.

**ARTICLE 3: PURPOSES.**

1. The corporation is organized, and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (collectively hereafter the "Code"), including, but without limitation, the purpose to foster national, international, state and regional amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) within the meaning of Section 501(c) of the Internal Revenue Code, including, but without limitation, to foster national, international, state or regional amateur sports competition in Boise, ID involving cross-country running races and competitions.

In furtherance of the above purposes, but not by way of limitation, the corporation is empowered to:

A. Engage in all activities that are incidental or conducive to attain the purposes and objectives of the corporation; and

B. Exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. The

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corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Except to the extent permitted by section 501(h) of the Code, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, and (c) by a corporation organized under the Idaho Nonprofit Corporation Act as now existing or hereafter amended.

4. The corporation shall have all the powers permitted a corporation that is both a nonprofit corporation under the Idaho Nonprofit Corporation Act and an organization described in section 501(c)(3) of the Code.

ARTICLE 4: DIRECTORS NOT MEMBERS.

The corporation shall not have members. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors and their terms shall be as provided in the Bylaws, provided that there shall not be less than three Directors. The Directors of the corporation shall be elected in the manner described in the Bylaws. The persons who are to serve as Directors until the first election thereof are Rob Gregoire, Greg Mizuta, Rich Harris, Jim Voulesis and Jay George.

ARTICLE 5: DISSOLUTION.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to shall be distributed to the County and/or to one or more organizations then qualified under section 501(c)(3) of the Code, as selected by the Board of Directors of the corporation. Any of such assets not so disposed of shall be disposed of by the court having jurisdiction in the county in which the principal office of the corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under section 501(c)(3) of the Code.

ARTICLE 6: REGISTERED OFFICE AND AGENT.

The address of the registered office of the corporation is 121 North 5<sup>th</sup> Street, Boise, Idaho 83702, and the name of the registered agent at such address is Rob Gregoire.

ARTICLE 7: PRINCIPAL ORGANIZER.

The principal organizer at the time the corporation was initially formed was Rob Gregoire.

ARTICLE 8: INCORPORATORS.

The names and addresses of the incorporators who incorporated the corporation and who are also the initial members of the Board of Directors under the Bylaws of the Corporation are as follows:

|              |   |
|--------------|---|
| Rob Gregoire | 3354 Scenic Drive   |
|              | Boise, ID 83703   |
| Gregg Mizuta | 2050 S. Pond  |
|              | Boise, ID 83702   |
| Rich Harris  | 910 N. 22 <sup>nd</sup> Street                                  |
|              | Boise, ID 83702   |
| Jim Voulelis | 5251 North 36 <sup>th</sup> Street                              |
|              | Boise, ID 83703   |
| Jay George   | 5248 North 36 <sup>th</sup> Street <i>of</i><br>Boise, ID 83703 |

ARTICLE 9: BYLAWS.

Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors, and may be amended, altered or repealed in the manner provided in the Bylaws.

ARTICLE 10: AMENDMENTS.

These Articles may be amended by the Board of Directors in the manner provided by law.

Dated this 7 day of July, 2000.

By:



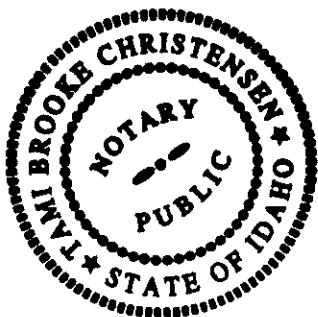
*Rob Gregoire*

## VERIFICATION

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this the 7<sup>th</sup> day of July, 2000, before me,  
Tami Christensen, the undersigned, a notary public in and for the  
county and state, personally appeared ROB GREGOIRE, known to me to be  
the person whose name is subscribed to the within instrument and  
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, the same day and year in this certificate first above written.



Jessi Lynn Amstutz  
Notary Public for Idaho  
Residing at: Babylon, ID  
My Commission Expires: 11-06-2004