

# State of Idaho

## Department of State

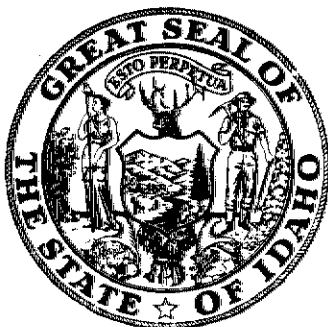
### CERTIFICATE OF INCORPORATION OF

THE PALOUSE EMPIRE GYMNASTICS BOOSTER CLUB, INC.  
File number C 117268

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 THE PALOUSE EMPIRE GYMNASTICS BOOSTER CLUB, 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: November 29, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Harold*

ARTICLES OF INCORPORATION  
OF

THE PALOUSE EMPIRE GYMNASTICS BOOSTER CLUB, INC.

Nov 29 9 02 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLE I

NAME

The name of this corporation shall be "The Palouse Empire Gymnastics Booster Club, Incorporated."

ARTICLE II

PURPOSE

The purpose of this corporation shall be:

1. To foster national or international amateur gymnastics competition;

2. To support and develop amateur gymnasts for competition in national or international amateur gymnastics competitions;

3. To promote fund raising projects to benefit the athletes of Palouse Empire Gymnastics (PEG) in their athletic endeavors;

3. To provide opportunities for gymnastics training and education;

4. To promote community awareness of the activities of the gymnasts enrolled in Palouse Empire Gymnastics (PEG);

PEG BOOSTER CLUB, INC.  
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### ARTICLE III

#### POWERS

This corporation shall have the following powers:

1. To have succession by its corporate name for the time stated in these Articles of Incorporation.

2. To sue and be sued, appear, complain and defend in any court of law or equity or before any board, commission or tribunal.

3. To have and use a corporate seal which may be altered from time to time in accordance with its bylaws.

4. To appoint such officers, employees and agents as the affairs of the corporation may require.

5. To make bylaws not inconsistent with any existing law for the management of its affairs and property.

6. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

7. To wind up and dissolve itself or to be wound up and dissolved in the manner provided by law.

8. To enter into contracts or obligations of any type or kind essential, necessary or proper for the transaction of its ordinary affairs or for the purposes of the corporation.

9. In the purchase of or acquisition of property or for any object in or about its affairs, to incur debt and to raise, borrow and secure the payment of money in any lawful manner.

10. To receive and accept gifts, devises and bequests.

11. To take over the assets, rights and franchises, if any, or the unincorporated club known as the "Palouse Empire Gymnastics Booster Club."

12. To perform all other acts consistent with its purposes and permitted by law, and as set forth in the Idaho Nonprofit Corporations Act.

The foregoing clauses by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do anything of perform any act which may be necessary to carry out its objects and purposes.

#### ARTICLE IV

##### REGISTERED OFFICE

The initial location of the registered office of this corporation shall be 922 Troy Road, Moscow, Idaho 83843. The initial registered agent at said address is Coleen S. Merrill.

## ARTICLE V

### MEMBERSHIP

Membership of this corporation shall consist of the following classes of members:

1. Individual Memberships: Those persons who subscribe to the purposes of the corporation and are a parent or guardian of a PEG competitive gymnast shall constitute the general membership of the corporation unless they specifically decline to be members. The parents or guardians of such gymnast or gymnasts shall collectively constitute a single member.

2. Associate Memberships: Those persons, organizations or corporations that subscribe to the purposes of the corporation, and whom are approved for associate membership by the Board of Directors of the corporation.

## ARTICLE VI

### NONPROFIT STATUS

This corporation shall not issue any capital stock. No dividends of any kind shall ever be declared to any member of the corporation, and no member, officer or director shall ever receive any pecuniary profit from his membership therein, if being expressly understood that this shall be a strictly nonprofit corporation.

## ARTICLE VII

### QUORUM

The bylaws of the corporation shall provide for the definition of a quorum of both membership and the Board of Directors.

## ARTICLE VIII

### BOARD OF DIRECTORS, OFFICERS AND INCORPORATORS

The Board of Directors of this Corporation shall consist of not less than three (3) elected directors, who shall be such officers and other persons as may be specified in the bylaws, and other persons selected by the membership. The Board of Directors shall have general management of the corporation. The initial Board of Directors shall consist of the following persons, who shall also be the incorporators of the corporation:

Ellen Maurine Johansen, 829 Nyland St., Moscow, ID 83843

Henriette K. Westberg, 3515 Lenville Rd., Moscow, ID 83843

Coleen S. Merrill, 425 S.E. Dexter St., Pullman, WA 99163

## ARTICLE IX

### MEETINGS-FISCAL YEAR

The fiscal year of this corporation and the date of the annual meeting of the members for the election of officers and directors and such other business as shall come before such meeting shall be fixed or from time to time changed by the bylaws of the corporation.

## ARTICLE X

### INCORPORATORS

The incorporators hereof are the persons set forth in Article VIII, hereof.

## ARTICLE XI

### DURATION

The duration of this corporation shall be perpetual, or until wound up and dissolved in the manner prescribed by law.

## ARTICLE XII

### DUES AND ASSESSMENTS

The general membership of the corporation may, by majority vote, require that membership dues or assessments be charged to each member, in an amount to be determined.

## ARTICLE XIII

### BY LAWS

The members of this corporation shall have the power to adopt, amend or repeal by laws at any regular or special meeting by a two-thirds(2/3) vote of the members present at such meeting, provided that written notice of proposed amendment shall have been given to the members at least two(2) weeks prior to said meeting.

## ARTICLE XIV

### AMENDMENTS

These Articles of Incorporation may be amended in the manner prescribed by law.

ARTICLE XV

DISSOLUTION

Upon dissolution of the corporation, after payment of all debts and obligations, the remaining assets of the corporation shall be distributed to a charitable corporation or other non profit organization which qualifies for exemption under Section 501(C)(3) of the Internal Revenue Code.

STATE OF IDAHO     )  
                          )     ss  
COUNTY OF LATAH    )

The undersigned incorporators do hereby affix our signatures to the above stated Articles of Incorporation on the 20th day of November, 1996

Ellen Maurine Johansen  
Ellen Maurine Johansen

Henriette K. Westberg  
Henriette K. Westberg

Coleen S. Merrill  
Coleen S. Merrill

ATTEST:

Barbara A. Jordan  
Barbara A. Jordan  
Acting Secretary