

FILED EFFECTIVE

Articles of Incorporation of Boise Endurance Sport Academy, Inc.

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

2009 SEP 18 PM 3:48
SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the Corporation shall be Boise Endurance Sport Academy, Inc.

Article 2: The place in this state where the principal office of the Corporation is to be located is the City of Boise, Ada County. The mailing street address of the registered office is: 1919 N. 21st, Boise, ID 83702 and the registered agent at such address is Alan Pitt.

Article 3: Said corporation is organized 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.

The purpose of this organization is to operate a youth Nordic ski club that teaches Nordic skiing and builds personal character.

Article 4: The board of directors shall consist of no fewer than three(3) people. The names and addresses of the initial directors are:

Alan Pitt, 1919 N. 21st, Boise, ID 83702.

Michelle Jensen, 2396 Heights Dr., Boise, ID 83702.

Jessica Jensen, 317 Mobley Dr., Boise, ID 83712.

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

Article 5: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Alan Pitt, 1919 N. 21st, Boise, ID 83702.

Michelle Jensen, 2396 Heights Dr., Boise, ID 83702.

Jessica Jensen, 317 Mobley Dr., Boise, ID 83712.

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Article 6: The corporation does not have voting members.

Article 7: The names and addresses of the incorporators :

Alan Pitt, 1919 N. 21st, Boise, ID 83702

Michelle Jensen, 2396 Heights Dr., Boise, ID 83702.

Jessica Jensen, 317 Mobley Dr., Boise, ID 83712.

Article 8: At all times the following shall operate as conditions restricting the operations and activities of the corporation:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 9: No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

Article 10: The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Article 11: In witness whereof, we have hereunto subscribed our names this day of September 17, 2009.

Signature (Incorporator 1) Alan Pitt

Address, City, State, ZIP 1919 N. 21st Boise ID 83702

Signature (Incorporator 2) [Signature]

Address, City, State, ZIP 317 N. Modley Dr. Boise, ID 83712

Signature (Incorporator 3) Michelle Jensen

Address, City, State, ZIP 2396 Heights Dr. 83702