

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

**MELBA LITTLE LEAGUE
YOUTH ATHLETICS AND RECREATION PROGRAM, INC.**

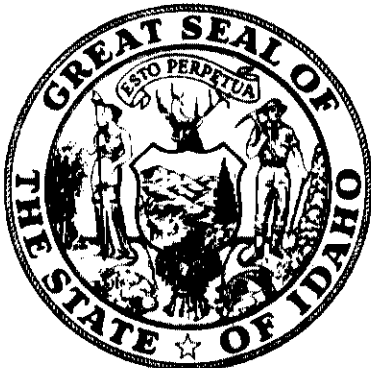
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MELBA LITTLE

LEAGUE YOUTH ATHLETICS AND RECREATION PROGRAM, 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 _____, 19____
May 30 91



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

APR 30 2 05 PM '91

MELBA LITTLE LEAGUE SECRETARY OF STATE

YOUTH ATHLETICS AND RECREATION PROGRAM, INC.

KNOWN ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the non-profit laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I

The name of the corporation is MELBA LITTLE LEAGUE YOUTH ATHLETICS AND RECREATION PROGRAM, INC.

ARTICLE II

The purposes and objects for which this corporation is formed are:

- A. To develop and operate an athletics and recreation program for the young people of the Melba area.
- B. The objective of this organization is through the medium of supervised, competitive athletic and recreation programs, provide the youth in the community with the opportunity to participate and promote the ideals of good sportsmanship, citizenship, honesty, courage, and physical fitness without regard to race, creed, national origin, sex or religious beliefs.
- C. To form an association with all the powers and privileges under Chapter 10 of Title 30, Idaho Code for a non-profit association.
- D. To form an association wherein the rights and interests of all members shall be equal, and no member can have or acquire greater interest than any other member.

ARTICLE III

The corporation shall have the following powers:

- A. To do all acts as are necessary or convenient to obtain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation, and, without limiting the generality of the foregoing, the corporation shall have the power to do the following:

(1) To take and hold, directly or indirectly, by bequest devise, gift, purchase or lease either absolutely or in trust for any of its purposes, any property, real or personal, without limitation as to amount of value:

(2) To sell, convey, mortgage, grant, assign, lease or otherwise for any of its purposes, any property, real or personal, without limitation as to amount or value:

(3) To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, notes and other evidence of indebtedness, and for the purpose of securing indebtedness or contracts, can assign, deliver, convey, mortgage or pledge any property, real or personal without limitation as to amount or value, for any of its purposes: To buy, sell, trade and deal in, stocks, bonds and securities of every nature, and commodities of every nature, and contracts for the future delivery of commodities of every nature, or margin or otherwise, and, in connection therewith, to borrow money and to pledge any and all stocks, bonds, securities, commodities and contracts for the future delivery thereof.

(4) To solicit, collect, and receive moneys from public authority or private donors for use for any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any:

(5) To invest and reinvest any principal, and deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote its purposes: The power of investment and reinvestment shall not be subject to the trust principal prohibiting the mingling of assets from various donor's gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

ARTICLE IV

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director or officer of this corporation, either directly or indirectly, other than as bonafide expenses in carrying out the directions and authorities of the Board of Directors and officers hereof in carrying out the purposes of the association.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the registered office of the corporation is P.O. Box 262, Melba, Idaho 83641. The registered agent is Glenn O'Dell, 8576 Big Foot Road, Melba, Idaho 83641.

ARTICLE VII

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each duly elected member of the Board of Directors hereof, which certificates cannot be assigned so that the transferee thereof can become a Board member of the corporation, except by approval of the Board of Directors and under such regulations as the By-Laws may prescribe. Such certificates of membership shall be signed by the President and Secretary. Members in good standing are entitled to a membership certificate for their specified term of office.

The rights and interests of all members shall be equal, and no member can acquire a greater interest, therein, than any other member.

ARTICLE VIII

The names and post office addresses of the incorporators and initial Board of Directors representing the membership of each, as indicated, are as follows:

Dale Fahey*
118 Murphy Road
Melba, Idaho 83641

Angie Pline
6247 Melba Road
Melba, Idaho 83641

Cyndi Lenz*
P.O. Box 131
Melba, Idaho 83641

Steve Oki
4617 South Happy Valley
Nampa, Idaho 83651

Adrian Hackler
H.C.79, Box 48B
Melba, Idaho 83641

Douglas Crimbchin*
9026 Owyhee
Nampa, Idaho 83651

Sue Yoshikane
8053 Butte Road
Melba, Idaho 83641

Sandi O'Dell*
8576 Big Foot Road
Melba, Idaho 83642

JoAnn McDaniels
P.o. Box 51
Murphy, Idaho 83650

Glenn O'Dell
8576 Big Foot Road
Melba, Idaho 83641

NOTE: * Indicates Incorporators

ARTICLE IX

The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purpose of payment of expenses, conducting business or paying debts of the corporation.

ARTICLE X

The number of directors of the corporation shall be specified in the By-Laws and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the By-Laws, provided that the number of directors shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the membership and until their successors are elected and qualified. The officers of the corporation shall be elected by the members at the annual meeting of said association and said officers shall be elected for a term of one year or until their successors are elected and qualified.

The authorized number and qualification of members of this corporation, the different classes of membership, if any, voting and other rights and privileges of each class of membership, and the liability of each and all classes of members for dues or assessments, if any, and the method of collection thereof shall be set forth in the By-Laws of this corporation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 29th day of May, 1991.

Dale Fahey
Dale Fahey

Cyndi Lenz
Cyndi Lenz

Sandi O'Dell
Sandi O'Dell

Douglas Crimbchin
Douglas Crimbchin

STATE OF IDAHO)
) ss.
County of Canyon)

On this 29th day of May, 1991, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared Dale Fahey, Sandi O'Dell, Cyndi Lenz and Douglas Crimbchin, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same and that they were citizens of the United States of America and over the age of twenty-one years.

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

Glen O'Dell
Glen O'Dell
Notary Public for Idaho
Residing at Melba, Idaho