

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

MAR 22 3 57 PM '00

OF

THE FEMALE SOCCER ACADEMY FOUNDATION, INC.

In compliance with the requirements of the law of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-1, et seq., the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of this corporation is **THE FEMALE SOCCER ACADEMY FOUNDATION, INC.**, hereinafter called the "Corporation."

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The duration of this Corporation is perpetual. It is organized under the Idaho Nonprofit Corporation Act, Idaho Code 30-3-1, et seq., now existing or as the same may be hereinafter amended.

ARTICLE III

The charitable and public purposes for which this Corporation is organized include, but are not limited to, to promote participation of female athletics and to provide funding and scholarships for female athletics, including without limitation, female soccer programs.

IDAHO SECRETARY OF STATE
03/23/2000 09:00
CK: 12016 CT: 4643 BH: 302033
1 @ 30.00 = 30.00 INC NONP 1 2
1 @ 20.00 = 20.00 NON EXPIRI 3
C 133115

ARTICLE IV

The name and address in this state of the Corporation's initial agent and service for process is Rick Anson, 3139 South Bayou Bar Avenue, Meridian, Idaho 83642.

ARTICLE V

(a) The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall inure to the benefit of any director, officer or member of this Corporation, or to the benefit of any private person.

(b) Upon the winding up and dissolution of this Corporation, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation other than one created for religious purposes, which has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(c) No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; nor shall this Corporation participate in, or intervene in any political campaign (including

the publishing or distribution of statements) on behalf of any candidate for public office.

(d) The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI

(a) The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of all classes to dues or assessments and the method of collection thereof, shall be prescribed and set forth in the Bylaws of the Corporation.

(b) The Bylaws of the Corporation shall be adopted by the initial board of directors and thereafter may be amended, repealed or added to by the board of directors.

(c) The number of directors of this Corporation shall be provided in the Bylaws and shall be elected by the members of the Corporation. The directors shall serve without compensation.

(d) The name and address of the initial incorporator is:

Rick Anson 3139 South Bayou Bar Avenue
Meridian, Idaho 83642

(e) The names and addresses of the initial board of directors, subject to expansion as provided in the Corporation's Bylaws, are:

Rick Anson 3139 South Bayou Bar Avenue
Meridian, Idaho 83642

Charles Gains 1721 Canova Drive
Boise, Idaho 83706

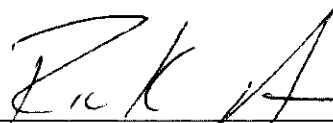
Larry Rupp 568 Palmetto Drive
Eagle, Idaho 83616

Except as otherwise provided in the Corporation's Bylaws, the existing directors may elect successor directors.

ARTICLE VII

No member of this Corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation this 22 day of MARCH 2000.



Rick Anson