



Department of State

**CERTIFICATE OF INCORPORATION
OF**

COEUR D'ALENE TRIATHLON, INC.

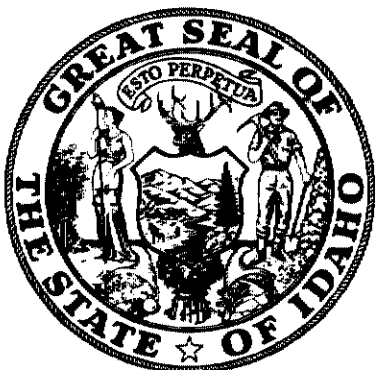
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COEUR D'ALENE TRIATHLON, 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 December 27, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Angie Hakes
Corporation Clerk

RECEIVED
SEC. 501(c)(3)
ARTICLES OF INCORPORATION
88 DEC 27 PM 2 16
COEUR D'ALENE TRIATHLON, INC.

The undersigned, each being of full age and a citizen of the United States of America, desiring to form a non-profit corporation under the laws of the State of Idaho, do hereby certify:

ARTICLE I

The name of this corporation shall be COEUR D'ALENE TRIATHLON, INC.

ARTICLE II

The purpose for which the corporation is to be formed shall be:

(a) Exclusively to receive and administer funds to foster amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereto, or corresponding provisions of any subsequent federal tax laws.

(b) To that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(c) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof, in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation or Bylaws of the corporation, or any laws applicable thereto.

(d) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but nor for pecuniary profit or financial gain of its directors or officers.

ARTICLE III

In carrying out the above purposes, the following governing provisions shall apply and be complied with:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to charitable, religious, educational or scientific organization or organizations which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the

Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or to the federal government or a state or local government for a public purpose. No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on its dissolution.

ARTICLE VI

The names and addresses of the persons forming this corporation and who were elected to serve as initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ron Bremer	P.O. Box 1379 Coeur d'Alene, ID 83814
Dave Daboll	505 Front Street Coeur d'Alene, ID 83814
H. James Magnuson	816 Sherman Avenue P.O. Box 2288 Coeur d'Alene, ID 83814

ARTICLE VII

The street address of the corporation's initial registered office is 816 Sherman Avenue, Coeur d'Alene, Idaho, and its initial registered agent as such street address is Harry James Magnuson.

IN WITNESS WHEREOF, the undersigned have subscribed our names this 20 day of December, 1988.

R.G. Bremer
Incorporator and Director

Dave Daboll
Incorporator and Director

H.J. Magnuson
Incorporator and Director

STATE OF IDAHO)
County of Kootenai) ss.

On this day personally appeared before me, Ron Brenner, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on December 20, 1988.

Ron Brenner
Notary Public for Idaho
Residing in: Coeur d'Alene
Commission Expires: Perpetual

STATE OF IDAHO)
County of Kootenai) ss.

On this day personally appeared before me, Dave Daboll, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on December 20, 1988.

Dave Daboll
Notary Public for Idaho
Residing in: Coeur d'Alene
Commission Expires: Perpetual

STATE OF IDAHO)
County of Kootenai) ss.

On this day personally appeared before me, H. James Magnuson, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on December 20, 1988.

H. James Magnuson
Notary Public for Idaho
Residing in: Rothwell, ID
Commission Expires: 1993