

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

**LES BOIS SOCCER TOURNAMENT, INC.**

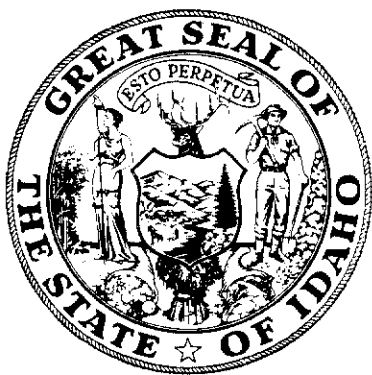
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**LES BOIS SOCCER TOURNAMENT, INC.**

duly signed and verified pursuant to the provisions of the Idaho Business 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_ **February 26**, 19 **87**



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley J. Cook*

Corporation Clerk

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF LES BOIS SOCCER TOURNAMENT, INC. OF  
SECRETARY  
STATE

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Articles of Incorporation, in total, are amended as set forth on Exhibit "A", attached hereto and made a part hereof as if set forth at length herein.

SECOND: The foregoing amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on February 23, 1987, in the manner prescribed by the Idaho Business Corporation Act.

All shareholders entitled to vote on the foregoing amendment to the Articles of Incorporation voted in favor thereof.

DATED this 23 day of February, 1987.

  
Chas. F. McDevitt, President

ATTEST:

  
Susan Eastlake, Secretary

**AMENDED ARTICLES OF INCORPORATION  
OF  
LES BOIS SOCCER TOURNAMENT, INC.**

\* \* \* \* \*

The Articles of Incorporation of Les Bois Soccer Tournament, Inc., as filed on April 25, 1986, are amended in total to read as follows:

1. Name. The name of the corporation shall be LES BOIS SOCCER TOURNAMENT, INC.

2. Non-Profit Purpose. The corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and/or other applicable subsections thereof of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. Purposes. The specific purposes for which the corporation is organized, but without expanding upon the purposes stated in Article 2 above, are to foster, promote, encourage and improve the playing of Soccer and tournament Soccer and to sponsor Soccer tournaments, thereby elevating the status of, and increasing the educational and social benefits of Soccer to the participants and the general population.

The corporation is organized exclusively for a nonprofit purpose, including in its purpose the capacity to receive membership dues and donations with strict accountability as to such funds, to be used as and for the purposes of the corporation set forth in Articles 2 and 3 hereof.

4. Limitation on Distributions and Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 2 hereof and to reimburse members for reasonable expenses incurred by members engaged in activities in furtherance of the purposes set forth in Article 2 hereof. (1) 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 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) and/or other applicable subsections of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to, activities which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

5. Organization. This corporation is not for profit and has no capital stock. Its organization is one of membership.

6. Scope of Activity. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes set forth in Articles 2 and 3 for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes.

7. Duration. This corporation shall have perpetual existence.

8. Distribution on Dissolution or Liquidation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or other applicable subsections of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court 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 the court shall determine, which are organized and operated exclusively for such purpose.

9. Place of Operation. The operations and activities of the corporation are to be conducted principally within the State of Idaho, but may be conducted elsewhere.

10. Principal Office. The corporation's principal office shall be located in the County of Ada, State of Idaho.

11. Address For Notice. The address to which the Secretary of State or any other person shall mail a copy of any notice required by law is Post Office Box 2720, Boise, Idaho 83701.

12. Registered Agent. The corporation designates Chas. F. McDevitt, which registered address is Suite 200, 277 North 6th Street, Post Office Box 2720, Boise, Idaho 83701, its registered agent in the state upon whom process against the corporation may be served.

13. Number of Directors. The number of directors shall be three.

14. Names of Directors. The names and addresses of the Directors until the first annual meeting of the corporation are as follows:

Chas. F. McDevitt  
P. O. Box 2720  
Boise, Idaho 83701

Susan Eastlake  
1107 N. 18th Street  
Boise, Idaho 83702

Doyal Waisner  
125 N. 11th, Suite 300  
Boise, Idaho 83702

15. Powers of Board of Directors. The members of the Board of Directors shall have the power to make such bylaws, rules and regulations as they deem proper and advisable for the government and management of the membership and the affairs of the corporation. Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled for the remainder of the term in the manner provided in the Bylaws of the corporation. Any conveyance or encumbrance of all or any part of the property of the corporation may be made when authorized as provided for other corporate actions as provided in the Bylaws.

16. Amendments. The Articles of Incorporation or the Bylaws of the corporation may be amended at any regular or special meeting of the voting members of the corporation by a two-thirds vote of the members present, provided that notice of said amendment stating the substance thereof shall have been mailed to all voting members in good standing at their last known addresses as shown in the records, not less than thirty days prior to said meeting provided that these Articles shall automatically be amended as required to comply with Internal Revenue Code Section 501(c) and the applicable subsections thereof.

17. **Incorporator.** The name and street address of the incorporator is as follows:

Chas. F. McDevitt  
277 North 6th Street  
Suite 200  
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23 day of February, 1987.

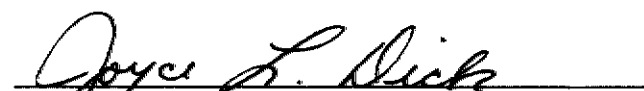
  
Chas. F. McDevitt, President

ATTEST:

  
Susan Eastlake, Secretary

STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

I, JOYCE L. DICK, a notary public, do hereby certify that on the 23rd day of February, 1987, personally appeared before me CHAS. F. McDEVITT and SUSAN EASTLAKE, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of LES BOIS SOCCER TOURNAMENT, INC., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: 11/10/88