



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WINGS BOOSTERS, INC.

was filed in the office of the Secretary of State on the **14th** day
of **October** A. D. One Thousand Nine Hundred **Seventy-seven** and
will be
As duly recorded on Film No. **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual~~
existence from the date hereof, with its registered office in this State located at
Boise, Idaho in the County of **Ada**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **14th** day of **October**
A.D., 19 **77**

Secretary of State.

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ARTICLES OF INCORPORATION
OF
WINGS BOOSTERS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation not for profit under Section 30-1001, et seq., Idaho Code, and under the laws of the State of Idaho in general and we do hereby certify, declare and adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be WINGS BOOSTERS, INC.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

This corporation is organized exclusively for booster purposes, and notwithstanding any other provision of these articles shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. 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 any political campaign on behalf of any candidate for public office.

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ARTICLE IV

The objects and purposes of this corporation shall be as follows:

- 1. To assure active and equitable participation by the parents and guardians of WINGS team members in the WINGS program.
- 2. To provide additional opportunity for gymnastic training and education.
- 3. To assist with transportation and housing for WINGS team members and visiting gymnasts.
- 4. To promote fund-raising projects to benefit WINGS team members.

This corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the corporation or to its members. Any income or profits received by this corporation shall be applied only to the non-profit purposes and objectives of the corporation, and no part of the income shall inure to the benefit of any officer or member thereof.

Subject to the foregoing limitations, and in accordance with the objects hereinabove set forth, the further objects, purposes, business and pursuits of this corporation shall be as follows:

To receive gifts and grants of money and property of every kind and to administer the same for cultural, charitable, educational, social welfare, and civic uses and improvement, and to do anything necessary or proper for the accomplishment of these purposes.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or

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2 corporation, municipality, body politic, country, territory,
3 district, state and government.

4 To purchase, subscribe for or otherwise acquire and own,
5 hold, use, sell, assign, transfer, mortgage, pledge, exchange,
6 or otherwise dispose of real and personal property of every
7 kind and description, including but not limited to shares of
8 stock, bonds, debentures, notes, evidences of indebtedness, and
9 other securities, contracts or obligations of any corporation or
10 corporations, association or associations, domestic or foreign,
11 and to pay therefor in whole or in part in cash or by exchanging
12 therefor stocks, bonds, or other evidences of indebtedness or
13 securities of this or any other corporation, and while the owner
14 or holder of any such real or personal property, stock, bonds,
15 debentures, notes, evidences of indebtedness or other securities,
16 contract, or obligations, to receive, collect and dispose of the
17 interest, dividends and income arising from such property, and
18 to possess and exercise in respect thereto, all the rights,
19 powers and privileges of ownership, including all voting powers
20 on any stocks so owned.

21 To draw, make, accept, endorse, discount, execute and issue
22 promissory notes, bills of exchange, and other negotiable or
23 transferable instruments.

24 In the purchase or acquisition of property, business, rights
25 or franchises, or for additional working capital, or for any other
26 object in or about its business or affairs, and without limit as
27 to amount, to incur debts, and to raise, borrow, and secure the
28 payment of money in any lawful manner, including the issue and
29 sale or other disposition of bonds, debentures, obligations,
30 negotiable and transferable instruments, and evidences of indebted-
31 ness of all kinds, whether secured by mortgage, pledge, deed of
32 trust or otherwise.

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2 To carry on any other activities which may seem to the
3 corporation capable of being conveniently carried on in connection
4 with its affairs or calculated directly or indirectly to enhance
5 the value of or render profitable any of the corporation's
6 property or rights.

7 The said corporation may perform any part of its business
8 outside the State of Idaho, in the other states, in the District
9 of Columbia, territories or possessions, or dependencies of the
10 United States.

11 To do each and all things set forth herein to the same
12 extent and as fully as natural persons might do or could do in
13 the State of Idaho, and in any other state, country or place.

14 The foregoing clauses shall be construed as objects, purposes
15 and powers; and it is hereby expressly provided that any enumera-
16 tion of specific powers shall not be held to limit or restrict
17 in any manner the powers of this corporation.

18 To do all and everything necessary, suitable, and proper for
19 the accomplishment of any of the purposes or the attainment of any
20 of the objects or the furtherance of any of the power hereinbefore
21 set forth, either alone or in association with other corporations,
22 firms, or individuals, and to do every other act or acts, thing
23 or things incidental or appurtenant to or growing out of or
24 connected with the aforesaid objects or purposes or any part or
25 parts thereof, provided the same be not inconsistent with the
26 laws under which this corporation is organized.

27 ARTICLE V

28 In furtherance, and not in limitation of the powers confirmed
29 by statute, the Board of Directors is expressly authorized:

30 To make and alter By-Laws of this corporation, and to
31 authorize and cause to be executed mortgages and liens upon the
32 real and personal property of this corporation.

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2 This corporation may in its By-Laws confer powers upon its
3 directors in addition to the foregoing, and in addition to the
4 powers and authorities expressly conferred upon them by statute.

5 ARTICLE VI

6 The corporation formed hereby shall have no capital stock
7 and shall be composed of members rather than shareholders. The
8 voting power, property rights and interests of each member are
9 equal. New members may be admitted and shall be entitled to vote
10 and to share in the property of the association with the old
11 members.

12 No interest of any member in this corporation shall be
13 assignable or transferable, and no membership in this association
14 shall be considered as having any monetary value.

15 Any member may be expelled from the corporation upon the
16 conditions, and for the reasons as may be specified in the By-Laws.

17 ARTICLE VII

18 The private property of the members of this corporation shall
19 not be subject to the payment of corporate debts to any extent
20 whatsoever, regardless of how such debts are incurred.

21 ARTICLE VIII

22 Upon the dissolution of the corporation, or in the event it
23 should cease to carry out its purposes herein set forth, no
24 member, director, officer, or individual shall be entitled to the
25 remaining assets, property or proceeds, and the balance of all
26 property and assets of the corporation from any source, after
27 payment of all debts and obligations of the corporation, shall be
28 used or distributed to a charitable corporation or other nonprofit
29 organization which qualifies for exemption under Section 501(c)(3)
30 of the Internal Revenue Code as may be selected by the Board of
31 Directors of this corporation.

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ARTICLE IX

The location of the registered office of this corporation shall be in Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be 511 East 46th, Boise, Idaho 83704.

WE, THE UNDERSIGNED, being each one of the original incorporators for the purposes of forming a corporation not for profit to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and we respectively agree to become members of such corporation, and accordingly have hereunto set our hands and seals this 5th day of October, 1977.

James P. Pugh
Address: Box 5232
Boise, ID 83705

William D. Owen
Address: 3500 Broadway St
Boise, ID 83705

Stewart W. Romanowski
Address: 5678 Rockliffe Ct
Boise, Idaho 83701

Luis Kunkler
Address: Rt 3 Box 41
Engle, Idaho
83616

Thayne M. Moxley (Secretary)
Address: 1307 N 16th St
Boise, Idaho

Robert D. Smith (Treasurer)
2711 Broadway St
Boise, ID 83705

STATE OF IDAHO)
County of Ada) ss.

On this 5th day of October, 1977, before me, the undersigned, a Notary Public in and for said State, Personally appeared James P. Pugh, William D. Owen, Stewart W. Romanowski, Luis Kunkler, Thayne M. Moxley, and Robert D. Smith known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.
Paul H. Thomas
Notary Public for Idaho
Residing at Boise, Idaho