

State of Idaho

Department of State

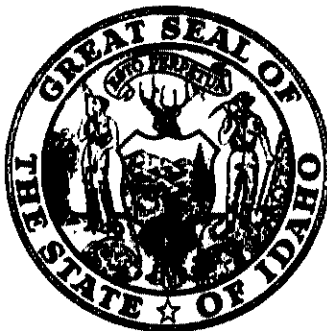
CERTIFICATE OF INCORPORATION OF

MERIDIAN WARRIORS BOOSTER CLUB, 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 MERIDIAN WARRIORS BOOSTER CLUB, 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: September 24, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION '91 SEP 24 AM 8 32
OF
MERIDIAN WARRIORS BOOSTER CLUB, INC.
(An Idaho Corporation)

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being mature persons of full age and citizens of Idaho and the United States, in order to form a non-profit corporation for the purposes hereinafter stated pursuant to the provisions of Chapter 3, Title 30, Idaho Code, do hereby certify as follows:

I

That the name of the corporation shall be "MERIDIAN WARRIORS BOOSTER CLUB, INC."

II

That this corporation is not formed for pecuniary profit nor shall any part of the revenue or income of the corporation enure to the benefit of any member thereof or of any individual, or be applied or used for any purpose other than to further the objects and purposes of the corporation which are as follows:

(a) To promote, foster, and encourage athletic and other activities of Meridian High School.

(b) To assist the School Administrators, faculty, leaders, and coaching staff in the accomplishment of their program objectives.

(c) This Club is organized and operated for the above stated purposes, and for other non-profit purposes, and no part of any

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net earnings shall inure to the benefit of any member.

(d) To attain the status of a 501(C)(3) entity, or such other Internal Revenue Service designation under Section 501(C) of the Internal Revenue Code, such that the donations and contributions made to the club are tax deductible to the donor as a charitable deduction and the club is exempt from income taxes.

(e) To have athletic activities, or such other events, and to charge admission thereto which revenue shall solely be used to promote the athletic program and other activities therein, and not for the profit of the club or any individual member.

(f) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Club, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon non-profit corporations organized under the provisions of the law hereinabove referred to.

III

In the event of the dissolution of the corporation, any endowment or trust funds, and any other property or assets, then in its possession or to which it may be entitled, after payment of existing liabilities and costs of dissolution from funds available for such purposes, shall be transferred and turned over by the corporation, or by its trustees on such dissolution, to Joint School District No. Two, Ada and Canyon Counties, to hold as trustee, and to use and apply the income and avails of such endowment or trust funds, as nearly as may be practicable, in furtherance of the purposes for which such endowment or trust

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funds shall have been created or restricted, and, as to any property or funds not so restricted, to apply the same in furtherance of the athletic program and other activity opportunities of the students of Meridian High of the State of Idaho.

IV

That the corporation shall have perpetual existence.

V

That the location and post office address of the registered office of the corporation shall be Meridian High School, 1955 W. Victory Road, Meridian, Idaho 83642, and the initial registered agent shall be Richard Gunnell, whose address is 1955 W. Victory Road, Meridian, Idaho 83642.

VI

That the rights and interests of all members in this Club shall be equal, no member to acquire or have a greater interest therein than any other member; that this Club shall not issue any capital stock, but shall issue membership certificates to each member of the Club, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the Club, except by resolution of the Board of Directors and under such regulations as the by-laws may prescribe. The Board of Directors, however, shall have the power and authority from time to time to create and designate the types of membership in or association with the Club, and to define and limit the conditions and the privileges of each such type. The Board of Directors may provide for appropriate recognition and acknowledgment of all

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donations by Club or other organizations contributing as such to the support of the Club, and may designate or classify such contributors in such a manner as the Board may from time to time deem proper. Such contributors shall not have the privilege of voting at meetings of the members of this Club unless they are in fact members.

VII

The qualifications of members and the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from and of restoration to membership, the dues, if any, required for membership in the Club, the time of payment and manner of collecting the same, and for the forfeiture of the interest of a member in the Club for non-payment of dues shall be such as may be provided for in the by-laws of the Club; PROVIDED HOWEVER, that any person having met the qualifications for membership shall be entitled to vote his membership.

VIII

An annual meeting of the members of the Club shall be held at a suitable place in Meridian, Idaho, on the last Tuesday in April, of each calendar year, at such hour as shall be specified in the notice of the meeting, for the election of Directors, consideration of reports, and for the transaction of any other business that may have been specified in the notice of such meeting. Notice of the time and place of such annual meeting shall be given at least ten (10) days prior to the date of such meeting, either by printed or postcard notice addressed to the regular members at their last known address as the same appear on

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the records of the corporation. If for any reason such meeting shall not be held in any year on such date, it shall be held as soon as may be convenient thereafter as shall be determined by the Board of Directors, on due notice as above provided for and the Board of Directors shall have the authority to call such annual meeting at an earlier date than the last Tuesday in April, if in its judgment the business of the Club makes it desireable to hold such meeting at an earlier date in any year.

IX

At least sixty (60) days prior to the date of holding any such annual meeting, the Board of Directors shall designate and appoint a nominating committee of not less than five (5) regular members of the Club to prepare and submit the names of the persons recommended by such committee for election to fill the vacancies on the Board of Directors to occur at the time of such annual meeting. The nominating committee shall make its report of the nominees recommended to it, and shall file such report with the secretary of the corporation, at least thirty (30) days prior to the date fixed for the holding of such annual meeting, and the names of such nominees shall be included in the notice of such meeting. Other nominations to fill any or all of such vacancies may be made, if similarly filed not less than thirty (30) days prior to the date of the annual meeting, and signed by any ten (10) regular members in good standing of the Club, and any such nominations so made shall similarly be included in the notice of and in the voting at such meeting. In the event that more than one list of nominees shall be so presented for consideration at

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any annual meeting, written or printed ballots shall be distributed to the members present and entitled to vote at such meeting; the voting shall be by secret ballot; the ballots shall be collected and canvassed by tellers appointed for the purpose by the chairman of the meeting; and the nominees receiving pluralities of all the votes duly cast at such election shall be declared the duly elected Directors of the Club for the respective terms for which they shall have been so elected.

Special meetings of the members of the corporation may be held at any time for any lawful purpose, on call of the President of the Club, or on written request of a majority of the Board of Directors. Notice of the time and place of any such special meeting, and of the purposes thereof, shall be given as provided in the preceding paragraph of this article with respect to annual meetings.

X

The government and management of the affairs and property of the Club, and the exercise of its corporate powers, are and shall be vested in and exercised by a Board of Directors, each of whom shall be a regular member of the Club, which Board shall consist of not less than eleven (11) members, as may be prescribed by the by-laws. The first Board of Directors shall consist of eleven (11) members, hereinafter designated, who shall hold office as such until the holding of the 1992 annual meeting of the members of the Club, and until their successors shall be elected and shall qualify. At the 1992 annual meeting the members present shall

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elect six (6) board members for a term of one year and five (5) board members for a term of two years. Thereafter each board member's term shall be two (2) years, such that there will always be continuing and holdover members on the Board. Vacancies arising in the Board of Directors between the dates of annual meetings shall be filled by election by the remaining members of the Board. The persons so elected shall hold office as Directors for the unexpired terms of their respective predecessors.

The Board of Directors shall have the authority to create and appoint such other standing, special and auxiliary committees, to aid the Board in carrying on the activities of the Club, as in the judgment of the Board may appear necessary or appropriate from time to time, and to define the duties and responsibilities of each such committee, subject at all times to the final authority of the Board of Directors.

XI

The Board of Directors may designate and appoint such number of Associate Directors of the Club as the Board may deem necessary or appropriate from time to time to assist the Board in carrying on the activities of the Club. Such Associate Directors may be invited to attend any or all meetings of the Board of Directors, and to participate in the discussions at such meetings, but they shall have only advisory votes on matters of corporate business. They shall be appointed for terms expiring at the holding of the

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next annual meeting of the Club, and they may be chosen from members or non-members of the Club; and such appointments shall be made with the object of obtaining the cooperation and advice of other representative and civic-minded groups, organizations, and individuals conducting their activities in the community.

XII

The Board of Directors, at its first regular meeting following the annual meeting of the members of the Club in each year, shall elect from its own number a President, one Vice President, a Secretary, and a Treasurer. Such offices shall have such powers and shall perform such duties as usually pertain to their respective offices, and as may be prescribed in the By-Laws or defined from time to time by the Board of Directors.

All such officers shall serve until the first meeting of the Board of Directors following the next ensuing annual meeting of the members of the Club, and until their respective successors shall have been elected and shall have qualified, unless otherwise specified at the time of election; but any officer may be removed from office at any time by vote of the majority of the whole number of Directors then holding office as such. Any vacancy arising in any of the offices shall be filled by election by the Board of Directors for the unexpired term of the officer whose position shall have become vacant, unless otherwise specified at the time of such election.

The Board of Directors may from time to time elect or appoint

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from within or without its own number such additional officers as the Board may deem necessary, and shall prescribe or define the powers, duties, and terms of office of such officers, respectively. The Board may also from time to time appoint or employ, or authorize the appointment or employment of, such assistant or subordinate officers, from within or without the membership of the Club, and with such powers and duties, at such compensation, and for such periods of time, as the Board may deem necessary for the efficient administration of the affairs of the Club.

No officer or employee of the Club shall have the power to contract any debt or incur any obligation in the name or behalf of the Club, or to expend any money of the Club, without appropriate action by the Board of Directors granting such authority or approving such debt, obligation or expenditure.

XIII

The Board of Directors of this Club shall consist of the following named persons to serve until the holding of the 1992 annual meeting and until their successors shall be elected and shall qualify.

Richard T. Gunnell, 1955 W. Victory, Meridian, ID
Rulon L. Tolman, 7272 S. Glenridge View, Boise, ID
Wayne G. Crookston, Jr., 2125 Turnberry Cir, Meridian, ID

XIV

That the names and addresses of the incorporators are:

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NAME

ADDRESS

Richard T. Gunnell
Rulon L. Tolman
Wayne G. Crookston, Jr.

1955 W. Victory Road, Meridian, ID
7272 S. Glenridge View, Boise, ID
2125 Turnberry Cir, Meridian, ID

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 12th day of September, 1991.

Richard T. Gunnell
RICHARD T. GUNNELL

Rulon L. Tolman
RULON L. TOLMAN

Wayne G. Crookston, Jr.
WAYNE G. CROOKSTON, JR.

STATE OF IDAHO,)
 : ss.
County of Ada,)

On this _____ day of _____, 1991, before me
a Notary Public in and for the said State of Idaho, personally
appeared RICHARD T. GUNNELL, RULON L. TOLMAN, and WAYNE G.
CROOKSTON, JR., 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.

SEAL

NOTARY PUBLIC FOR IDAHO
RESIDING AT: _____, ID

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