

ARTICLES OF INCORPORATION

OF

ST. MARIES GOLF ASSOCIATION, INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a non-profit corporation under the provisions of Title 30, Chapter 3, Idaho Code (the "Act"), submits the following Articles of Incorporation to the Secretary of State.

1. Name. The name of the corporation is St. Maries Golf Association, Inc.
2. Non-Profit. This corporation is a non-profit corporation.
3. Duration. The period of duration of this corporation is perpetual.
4. Purposes of Non-Profit Corporation. The corporation is organized, and will be operated and supervised, exclusively for the following purposes:

A. To promote and foster amateur golf and golfing education and to foster national amateur competition in golf and develop amateur golfers for competitions within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and to promote any and all other activities that are consistent with any other lawful purpose or purposes of the Act.

B. To acquire, purchase, lease or procure assets, materials and equipment for the carrying out of any of the purposes of the corporation, and to hire any personnel required to meet the goals thereof.

C. To pursue charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on.

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5. Tax Exempt Status. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 herein. 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

6. Registered Agent and Office. The name and address of the Registered Agent of the corporation is Peggy Manes, 229 Homer Drive, St. Maries, Idaho 83861. The registered office of the corporation is 229 Homer Drive, St. Maries, Idaho 83861.

7. Incorporator. The names and addresses of the undersigned incorporators are:

Peggy Manes
229 Homer Drive
St. Maries, Idaho 83861

Jim Henderson
76163 Highway 3 South
St. Maries, Idaho 83861

David Spicer
87857 Highway 3 North
St. Maries, Idaho 83861

8. Initial Directors. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) persons, as determined by the Board from time to time. The Directors shall be elected by the existing Directors of the corporation in the manner and for the term provided in the Bylaws of the corporation. The names and addresses of the initial directors are:

Peggy Manes
229 Homer Drive
St. Maries, Idaho 83861

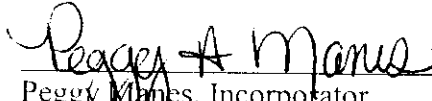
Jim Henderson
76163 Highway 3 South
St. Maries, Idaho 83861

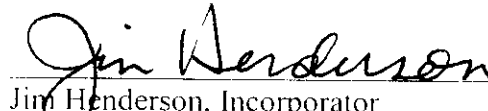
David Spicer
87857 Highway 3 North
St. Maries, Idaho 83861

9. Members. The corporation shall have members.

10. Dissolution. At the time of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation, consistent with the purposes of the corporation. In doing so, the Board of Directors shall distribute such assets among so many of the nonprofit organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

We, the undersigned, for the purpose of forming a not for profit corporation under the laws of the State of Idaho, certify that the facts herein stated are true, and have accordingly hereunto set our hands on the dates set forth below.


Peggy Manes, Incorporator


Jim Henderson, Incorporator


David Spicer, Incorporator
SMGolfAssoc/ArticlesofInc.wpd