



SUN VALLEY SUNS HOCKEY

P.O. Box 700
Sun Valley, ID 83353
(208) 726-8967

FILED
98 JUL 16 AM 9:09
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF THE SUN VALLEY SUNS HOCKEY CLUB, INC.

The undersigned, acting as incorporators under the provisions of the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation:

I. NAME:

The name of this Corporation is the Sun Valley Suns Hockey Club, Inc.

II. DURATION:

The period of duration of the operation shall be perpetual.

III. NONPROFIT CORPORATION:

This Corporation is a Nonprofit Corporation and is not organized for the pecuniary benefit of any of its Members, Officers or Directors. No part of the assets, income or profit of the Corporation shall be distributed to, or inure to the benefit of its Members, Officers or Directors, except to the extent permitted under the Idaho Nonprofit Corporation Act.

IV. PURPOSES AND POWERS:

A. Purposes:

The Purposes for which this Corporation is organized are scientific, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code, now in effect or as may be amended hereafter, and in this regard to operate a Senior Amateur Hockey Club to promote and to assist in the organization, operation and maintenance of other institutions and associations whose purpose is to instruct and train children and adults in the sport of hockey.

B. Powers:

This Corporation shall have all the Powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which shall be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the Organization set forth in Section 501 (c)(3) of the Internal Revenue Code, now in effect as may be amended hereafter.

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V. MEMBERSHIP:

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The Corporation shall not have members.

VI. REGISTERED OFFICE AND REGISTERED AGENT:

The address and Post Office Box of the Registered Office of this Corporation are 191 8th Street, Ketchum, Idaho 83340 and Post Office Box 700, Sun Valley, Idaho 83353. The name of the Initial Registered Agent of this Corporation at that address is Glenn Hunter.

VII. DIRECTORS:

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of three (3) members. The names and addresses of the Persons who are to serve as Directors until successors be elected and qualify are as follows:

Glenn Hunter	Post Office Box 700 Sun Valley, Idaho 83353
David Hutchinson	Post Office Box 2216 Sun Valley, Idaho 83353
John Miller	Post Office Box 2238 Ketchum, Idaho 83340

VIII. INCORPORATOR:

The name and address of the Incorporator of this Corporation is Glenn Hunter, Post Office Box 700, Sun Valley, Idaho 83353.

IX. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS:

A. Meetings of Directors:



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Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

The Initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or adopt new Bylaws shall be within the powers of the Directors as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles of Incorporation.

C. Compensation of Directors:

The Board of Directors shall not receive compensation for their services as Directors. A director may serve the Corporation in any other capacity and may receive compensation therefrom in any form.

D. Contracts in which Directors have an Interest:

The Bylaws of the Corporation shall provide for the handling of contracts or transactions in which the Director may have an interest, whether direct or indirect.

E. Indemnification of Directors and Officers:

The Bylaws of the Corporation shall provide for the Circumstances in which Directors and Officers of the Corporation may be entitled to indemnification.

X. AMENDMENT OF ARTICLES OF INCORPORATION:

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of at least two-thirds (2/3) of the Board of Directors entitled to vote in a meeting of Directors called for such purpose as prescribed by law.

XI. PROHIBITED ACTIVITIES:

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

XII. DISTRIBUTION ON DISSOLUTION:



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Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, Directors, or Officers of the Corporation; but all such property and proceeds, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Idaho Nonprofit Corporation Act shall be, distributed to such organizations as shall qualify under Section 501 (c)(3) of the Internal Revenue Code, as amended.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies the truth of the facts herein stated, this 13th day of July 1998.

Glenn Hunter

Notary Public of Idaho

