



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

MOSCOW BEAR BOOSTERS, INC.

was filed in the office of the Secretary of State on the **12th** day
of **June** A. D. One Thousand Nine Hundred **Seventy-two** and
will be
~~is~~ duly recorded on **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
Moscow in the County of **Latah**
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 **12th** day of **June**
A.D., 19 **72** .

Secretary of State.

ARTICLES OF INCORPORATION OF
MOSCOW BEAR BOOSTERS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America of the age of twenty-one years and upwards, do hereby associate together for the purpose of forming, and do hereby form, a non-profit corporation under Chapter 10 of Title 30 of the Idaho Code, and we do hereby set forth, declare and certify:

FIRST: That the name of this corporation is MOSCOW BEAR BOOSTERS, INC.

SECOND: That the purposes, objects and powers of this corporation are as follows:

To promote in every way Moscow High School Athletics and Athletics at Moscow High School, Moscow, Idaho; and to do each and every lawful act, matter and thing in each and every way incidental thereto.

To lease, purchase or otherwise secure, acquire, own, hold, improve, manage, operate, sell, transfer and convey such property of every kind, type and description as may be suitable, appropriate, proper, expedient or necessary for the carrying out of the purposes and objects of the corporation.

To solicit, accept and receive donations of moneys and other properties of every kind, type and description by gift, grant, devise, bequest, or otherwise, and to hold, own, manage, use, improve, operate,

sell, transfer and convey such moneys and properties, for the use and benefit of the corporation.

To sponsor, promote, engage in and conduct entertainments, amusements, shows, projects and diversions of every type and kind.

To enter into, perform and carry out contracts and agreements of every kind necessary to and in connection with or incidental to the accomplishment of any one or more of the objects and purposes of the corporation.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers of the corporation, either along or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary, suitable or proper to or connected with any or all of the objects or purposes of the corporation, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho.

The enumeration of purposes and objects herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho.

THIRD: That the duration of this corporation and the term of its existence shall be perpetual.

FOURTH: That the location and post office address of the principal and registered office of this corporation in the State of Idaho is 410 East

Third Street, P. O. Box 490, Moscow, Idaho 83843.

FIFTH: That there are no authorized shares of stock in this corporation and there is no capital stock and there are no shares of stock.

SIXTH: The members of this corporation shall consist of the persons hereinafter named as incorporators and such other persons as from time to time hereafter may become members in the manner provided in the by-laws of the corporation. That upon the issuance of the Certificate of Incorporation, each and all of the undersigned shall ipso facto become members of this corporation.

SEVENTH: That unless and until changed by the by-laws of this corporation, those members of the corporation present at any regular or special meeting of the members of this corporation shall constitute a quorum at any such regular or special meeting of the members of the corporation, provided that notice of said meeting is given as provided in and by the by-laws of this corporation.

EIGHTH: That the by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members of the corporation called for that purpose by the affirmative vote of two-thirds of the members present at such meeting, provided that written notice of the intention to amend the by-laws shall be served on each and all of the members not less than seven (7) days prior to such meeting and provided that a quorum is present. Such notice shall designate the time and place of the meeting at which it is

intended to vote on the proposition to amend the by-laws and shall state in general terms the manner in which it is intended to amend the by-laws.

The mailing of such notice to a member at his last known post office address shall be deemed a service thereof, and such notice shall be deemed to have been served on the member addressee on the date of the mailing thereof.

NINTH: That the Articles of Incorporation of this corporation may be altered or amended at any regular meeting of the members or at any special meeting of the members called for that purpose by an affirmative vote of two-thirds of the members present at such meeting, provided that written notice of the intention to amend the Articles of Incorporation shall be served on each and all of the members not less than seven days prior to such meeting and provided that a quorum is present. Such notice shall designate the time and place of the meeting at which it is intended to vote on the proposition to amend the Articles of Incorporation and shall state in general terms the manner in which it is intended to amend the Articles of Incorporation. The mailing of such notice to a member at his last known post office address shall be deemed a service thereof, and such notice shall be deemed to have been served on the member addressee on the date of the mailing thereof.

TENTH: That the names and post office addresses of the incorporators are as follows:

Name:

Address:

Leonard C. Labine

857 Orchard, Moscow, Idaho

Max E. Bingman

1203 South Logan, Moscow,
Idaho

<u>Name:</u>	<u>Address:</u>
Don Headrick	Route 4, Box 337, Moscow, Idaho
David Duthie	854 Orchard, Moscow, Idaho
Eugene H. Goetz	1105 East 6th Street, Moscow, Idaho

ELEVENTH: That this is a non-profit corporation; that pecuniary profit is not one of its objects or purposes; that no dividends shall be declared; nor shall any of the net earnings of the corporation inure to the benefit of any member or individual; that the corporation shall issue membership certificates to each member, which certificates cannot be assigned so that the transferee can by such transfer become a member of the corporation; that the rights and interest of each of the members of the corporation shall be equal, and no member shall acquire a greater interest in the corporation than any other members; and that none of the private property of the members, or any of them, shall be liable for any debts, obligation or liability, whether contractual or otherwise, of the corporation.

TWELFTH: In the event of the dissolution of this corporation, or in the event that it should cease to carry out the objects and purposes herein set forth, no member shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed to such charitable corporation, municipal corporation or other non-profit

known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation of MOSCOW BEAR BOOSTERS, INC., and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

Eleanor Bingham
NOTARY PUBLIC in and for the State
of Idaho, residing at Moscow, Idaho.