

ARTICLES OF INCORPORATION FILED EFFECTIVE

OF

2005 NOV 25 AM 8:58

POST FALLS VOLLEYBALL CLUB, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I.
NAME**

The name of the Corporation is the POST FALLS VOLLEYBALL CLUB, INC.

**ARTICLE II.
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III.
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 113 Spencer Street, Post Falls, Idaho, and the name of the initial registered agent at this address is Donna L. Bertsch.

**ARTICLE V.
PURPOSES**

The purpose of the Corporation is to promote, sponsor, and carry on activities organized for pleasure, recreation and other non-profitable purposes. The Corporation is organized exclusively for pleasure, recreation and other non-profitable purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The specific purposes of the Corporation shall be:

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(a) To receive money, gifts, devises and bequests and to use the funds or the income therefrom for the benefit of the POST FALLS VOLLEYBALL CLUB, INC.

And

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

ARTICLE VI. LIMITATIONS

No part of the net earning or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 in Article V hereof. 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 any candidate for public office. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE VII. MEMBERS

There shall be no members of the Corporation.

ARTICLE VIII. INDEMNIFICATION

No Director of the Corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the assets of the Corporation for payment.

The private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer or director shall be individually or collectively liable or responsible for any debts or liabilities of the corporation. The statutory immunity of officers and Directors of this Corporation from suit shall be preserved to the furthest extent allowed by law. This corporation shall, without court approval, indemnify and reimburse such officers and Directors for all losses, claims, damages, or expenses of every kind or nature caused by or the result of, or in any way flowing from any suit or claim from the operations associated with this entity.

**IX.
INCORPORATORS and 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) or more than five (5) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the incorporators of the Corporation and the initial Board of Directors are:

Thomas J. Bertsch	113 Spencer Street Post Falls, Idaho 83854
Donna L. Bertsch	113 Spencer Street Post Falls, Idaho 83854
Lee A. Metcalf	1837 W. Dolan Road Rathdrum, Idaho 83858
Kristine D. Metcalf	1837 W. Dolan Road Rathdrum, Idaho 83858
Mary E. Byrne	S. 120 W. Hedgewood Post Falls, Idaho

**ARTICLE X.
DISTRIBUTION ON DISSOLUTION**

Upon 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 assets of the Corporation to the Post Falls School District to be used for the benefit of the volleyball program at Post Falls High School, Post Falls, Idaho, or if there is no such program, to

such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

Thomas J. Bertsch
Thomas J. Bertsch

Donna Bertsch
Donna Bertsch

Lee A. Metcalf
Lee A. Metcalf

Kristine D. Metcalf
Kristine D. Metcalf

Mary E. Byrne
Mary E. Byrne

STATE OF IDAHO)
) ss.
COUNTY OF Kootenai)

On this 22nd day of November, 2005, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Thomas J. Bertsch, Donna Bertsch, Lee A. Metcalf, Kristine D. Metcalf, and Mary E. Byrne, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

Patricia Powell
Notary Public for Idaho
Residing at: Coeur d'Alene
Commission expires: 6/30/06

