

**ARTICLES OF INCORPORATION
OF
TREASURE VALLEY ALLSTAR CHEERLEADERS
BOOSTERS, INC.**

ARTICLE I – NAME

The name of the corporation shall be TREASURE VALLEY ALLSTAR CHEERLEADERS BOOSTERS, INC. (hereafter referred to as the "Corporation"), and its location shall be 1875 S. Century Way, Boise, ID 83709.

ARTICLE II – DURATION

The period of this Corporation shall be perpetual.

ARTICLE III – PURPOSES

The business and purpose of this Corporation shall be civic, social and educational purposes, which shall be to further the competitive experience of amateur cheerleaders who are members of competitive teams (hereinafter referred to as "Cheerleaders") trained by Wings, Inc. (hereinafter referred to as "WINGS"). The purposes are to provide 1) additional opportunity for cheerleader training and education, 2) encourage active participation in the Wings Cheerleading competing team program by the parents and guardians of Cheerleaders, 3) promote fund raising projects to assist cheerleaders with the costs of competing, including but not limited to transportation, housing, equipment, uniforms, and meet fees.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code. Upon the winding up and dissolution of this Corporation, the remaining assets shall be distributed according to Article X, to a non-profit Corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV – NON-STOCK MEMBERSHIP CORPORATION

This Corporation shall have members consisting of parents of cheerleaders from WINGS who reside in Idaho. The members shall meet no less than once per year. Each family will be considered on member; each member shall have one vote. The notice requirements for the annual voting meeting shall be the same notice requirements as stated for the annual meeting of the Directors of the Corporation. The Corporation shall issue no stock, and shall neither Declare or pay dividends or profits. A Quorum of the

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members shall be sixty percent (60%) of the members of the Corporation, which members must personally appear and personally cast votes at a meeting of the members.

ARTICLE V – NUMBER OF DIRECTORS

The initial number of Directors shall be (3). To aid the stability and continuity of the Corporation, Directorship #1 shall carry an initial term of three (3) years, Directorship #2 shall carry an initial term of two (2) years, Directorship #3 shall carry an initial term of one (1) year term. Subsequent elections of all Directors shall be for one (1) year.

ARTICLE VI – BOARD OF DIRECTORS

Future Board of Directors shall be elected by the members of the Corporation at the annual meeting of the members. The current Directors shall accept nominations for new Directors from any member in writing at least thirty (30) days prior to the annual meeting of the member and those nominees shall be presented for vote before the entire membership. The term of office of each Director shall be one (1) year. Successive terms may be served.

The initial Board of Directors shall consist of the following individuals:

Louann Janicek – Directorship #1
5606 N. Ten Mile Road
Meridian, Idaho 83642

Margaret Clark – Directorship #2
5732 N. Plumcreek Av.
Boise, Idaho 83713

Shelly Yagues – Directorship #3
2632 S.E. 5th Way
Meridian, Idaho 83642

Any vacancy of a Directorship occurring other than by the expiration of a Director's term of office shall be filled by a majority vote of the members, even if such majority does not constitute a quorum. The new director shall be chosen from among a list of prospective Directors provided by the membership, and shall serve until the current term of that Directorship is completed.

ARTICLE VII – CORPORATE OFFICERS

The general officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except the offices of Secretary and President may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

ARTICLE VIII – ELECTION OF OFFICERS

The Officers of the Corporation shall be elected by the Board of Directors, and an Officer who states in writing to the Board that he wishes to remain an Officer shall be replaced only by vote of a majority of the full Board then in Office.

ARTICLE IX – REGESTED AGENT

The registered agent and address for service of process shall be:

Shelly Yagues
2632 S.E. 5th Way
Meridian, Idaho 83642

ARTICLE X – WINGING UP AND DISSOLUTION

Upon a vote of the majority of the Directors of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code 30-3-110 through 30-3-113. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value or turned over the WINGS, or if such organizations ceases to exist or is no longer tax-eligible to receive assets of the Corporation, to another entity described in IRC 501(c)(3) which is based in Idaho and supports the cause of education.

ARTICLE XI

The Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed the Corporation, except for the following instances:

1. Breaches of the Directors duty of loyalty;
2. Acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which a Director derives an improper personal benefit.

4. A Director's assent to a distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation;
5. Any transaction violating the terms of Idaho code 30-3-81 and 30-3-82 relating to loans to Directors or statutory Conflicts of Interest.

ARTICLE XII

The Incorporator of this Corporation is:

Shelly Yagues
2632 S.E. 5th Way
Meridian, Idaho 83642

ARTICLE XII

Amendments may be made to either the Articles of Incorporation or to the Bylaws by vote of the majority of members, at a regularly scheduled or special meeting of the members, as long as notice to all members is provided at least seven (7) days prior to such meeting of the intent to amend the Articles or Bylaws at such meeting, and the nature of the amendment is stated in such notice. Such amendments may be proposed by the Board or upon recommendation by a majority of the members.

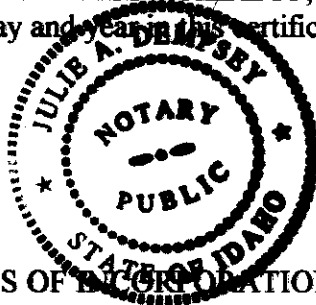
Dated this 7th day of December, 1999.

Shelly Yagues
Shelly Yagues, Incorporator

STATE OF IDAHO,)
) ss.
COUNTY OF ADA)

On this 7th day of December 1999 before me a Notary Public in and or said State, personally appeared Shelly Yagues know or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.



Julie A. Dempsey
Notary Public for Idaho
Residing at Boise
My Commission Expires: 12/01/04