

98804

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HILTON ATHLETIC CLUB, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of HILTON ATHLETIC CLUB, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 10, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

**ARTICLES OF INCORPORATION
OF
HILTON ATHLETIC CLUB, INC.,
A Nonprofit Corporation**

THE UNDERSIGNED, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is **HILTON ATHLETIC CLUB, INC.**

SECOND

The corporation is a nonprofit corporation.

THIRD

The period of its duration is perpetual.

FOURTH

The purposes and objects for which the Corporation is formed are:

(a) For pleasure, recreation and other nonprofitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inure to the benefit of any member or private shareholder.

(b) To make, perform and carry out contracts of every kind and description made for any lawful purpose, with any person, firm, association or corporation, either public or private, or with any government agency.

(c) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any person, firm, association or corporation.

(d) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the Idaho Nonprofit Corporation Act of this state, or under any act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it

is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at any time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (d) inclusive of paragraph Fourth of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

FIFTH

No part of the net earnings 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 Fourth 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 by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SIXTH

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, in such manner and to such organization or organizations which so qualify as the board of directors so determine. Any such assets not so disposed shall be disposed of by the court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH

Membership in the corporation shall be governed and regulated by the Bylaws of the corporation.

EIGHTH

The number of Directors and the officers of the Corporation shall be as

specified in the Bylaws, and the number of Directors may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the Corporation shall not be fewer than the number required by law.

NINTH

The names and post office addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jack Davis	P.O. Box 67 Boise, ID 83707
Don Shaff	P.O. Box 67 Boise, ID 83707
Randy Harris	3051 Wise Way Boise, ID 83712
Artie Dewey	P.O. Box 67 Boise, ID 83707
Gary Sutton	P.O. Box 67 Boise, ID 83707
Dave Grindle	P.O. Box 67 Boise, ID 83707

TENTH

The location of the initial registered office of the corporation is 3051 Wise Way, Boise, Idaho 83712, and the name of its initial registered agent at such address is Randy Harris.

ELEVENTH

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Jack Davis	P.O. Box 67 Boise, ID 83707

TWELFTH

The Bylaws of the corporation are to be made and adopted by the board of directors. The Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the members or by the board of directors.

THIRTEENTH

The members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation. No member shall be subject to assessment for any such debts and liabilities.

DATED this 14 day of May, 1992.



Jack Davis