



CERTIFICATE OF INCORPORATION  
OF

**BOISE AQUATICS CLUB, INC.**

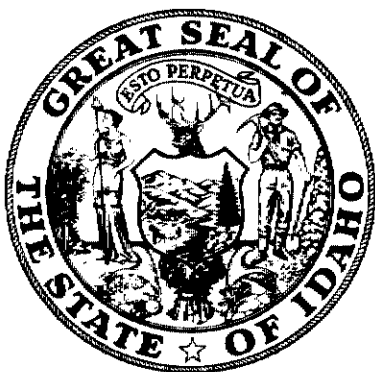
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**BOISE AQUATICS 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 \_\_\_\_\_ March 31, 19 89



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Louise Clark*

Corporation Clerk

MAR 31 3 49 PM '89

ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

BOISE AQUATICS CLUB, INC.

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Boise Aquatics 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. PURPOSES

The purposes for which the Corporation is organized and will be operated are: charitable, educational and to foster amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3). The Corporation shall have and may exercise all rights and powers conferred by the Act upon nonprofit corporations provided that 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 which a corporation formed under the Act may not at that time lawfully carry on or do.

ARTICLE V. LIMITATIONS

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 IV 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)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)

#### ARTICLE VI. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of directors of the Corporation. Any person may become a member of the Corporation upon payment of dues and fees fixed by the Board of Directors.

#### ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board Directors. The Board shall consist of not less than seven (7) nor more than ten (10) individual, each of whom at all times shall be a member of the Corporation. 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 in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>Name</u>	<u>Address</u>
John Murray	3753 Williamsburg Way Boise, Idaho 83706
Barbara Marshall	112 East Curling Boise, Idaho 83706

Jim Filliagi	2601 Stoneyfork Way Boise, Idaho 83706
Jane Hawley	3480 Shamrock Boise, Idaho 83704
Rex Larson	5717 Becliffe Court Boise, Idaho 83704
Jack Harrison	1337 East Fall Court Boise, Idaho 83706
Paul Rachetto	723 Chardie Boise, Idaho 83702

#### ARTICLE VIII. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership, and some members or classes or membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### ARTICLE IX. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 3753 Williamsburg Way, Boise, Idaho 83706, and the name of the initial registered agent at that address is John Murray.

#### 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 the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualifies exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations,

as said court shall determine to be consistent with the purposes of the Corporation.

DATED this 28th day of March, 1989.

John Murray  
John Murray

Barbara Marshall  
Barbara Marshall

Jim Pilliagi  
Jim Pilliagi

Jane A. Hawley  
Jane Hawley

Rex Larson  
Rex Larson

Jack Harrison  
Jack Harrison

Paul Rachetto  
Paul Rachetto