

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KERMIT DAVIS BASKETBALL EDUCATION CAMP, INC.

File number C 115069

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: May 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

OF

KERMIT DAVIS BASKETBALL EDUCATION CAMP, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

The name of the corporation is Kermit Davis Basketball Education Camp, Inc.

ARTICLE II

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act. Further, to engage in the business of providing basketball training and practice opportunities for young people of high school age and younger, under the supervision of experienced and skilled coaching staff and players. The corporation shall be further authorized to acquire, manage, mortgage, pledge, or otherwise deal in real or personal property, to participate in general or limited partnerships to establish and franchise other similar businesses, and to carry on such other business as may be necessary, convenient, or desirable and to engage in all other activities and businesses not prohibited by law.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLES OF INCORPORATION - 1

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ARTICLE IV

The address of the corporation's initial registered office in the state of Idaho is 708 Conestoga, Moscow, ID 83843. The name of the corporation's initial registered agent at such address is Kermit Davis.

ARTICLE V

The total authorized number of par value shares of stock is 500,000 shares having a par value of \$1.00 per share. The aggregate par value of the total authorized number of par value shares is FIVE HUNDRED THOUSAND and 00/100 DOLLARS (\$500,000.00). The total authorized number of shares without par value is none. All stock of the corporation shall be common stock.

ARTICLE VI

Pursuant to Idaho Code 30-1-26, the shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares. The provisions of Idaho Code 30-1-26 as amended from time to time shall be controlling with respect to preemptive rights of shareholders.

ARTICLE VII

The number of directors constituting the initial board of directors is one (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:


Kermit Davis 708 Conestoga, Moscow, ID 83843

ARTICLE VIII

The name and address of the incorporator is:

Kermit Davis 708 Conestoga, Moscow, ID 83843

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 17th day of May, 1996.


Kermit Davis

STATE OF IDAHO)
County of Latah) ss.

I, the undersigned, a Notary Public, do hereby certify that on this 17th day of May, 1996, personally appeared me, KERMIT DAVIS, who being by me first duly sworn, declared that he is the person who signed the foregoing document as the incorporator, and that the statements therein contained are true.

Ernest Wallen
Notary Public for Idaho,
Residing at Moscow.
My commission expires 10/19/97.