

**CERTIFICATE OF INCORPORATION
OF**

PANHANDLE AMATEUR SPORTS ASSOCIATION, 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 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: April 9, 1986



A handwritten signature in black ink that reads "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
PANHANDLE AMATEUR SPORTS ASSOCIATION, INC.

ARTICLE I.

The name of this corporation is PANHANDLE AMATEUR SPORTS ASSOCIATION, INC.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision 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)(3) of the Internal Revenue Code. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE V.

The corporation is to have members. The qualifications and rights of the members shall be set forth in the By-Laws.

ARTICLE VI.

The management of the corporation shall be vested in the Board of Directors. The existing Directors shall elect successor Directors.

ARTICLE VII.

The number of directors of the corporation is five (5). This number may be changed by action of the Board of Directors.

ARTICLE VIII.

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

Jay Harvey
650 E. Dufort Road
Sagle, ID 83860

Dennis P. Scallon
225 Pine Crest Road
Sandpoint, Idaho 83864

Gary Cartisano
Talache Road
P. O. Box 1314
Sandpoint, ID 83864

Paul Reichold
200 Grouse Meadows Road
Sandpoint, ID 83864

Dave Banks
3100 Mountain View Drive
Sandpoint, ID 83864

ARTICLE IX.

The name and address of the initial registered agent and the initial registered office is:

William H. McAdam, Jr.
Attorney at Law
P. O. Box 1425 127 South First Avenue
Sandpoint, ID 83864

ARTICLE X.

Upon dissolution of the Panhandle Amateur Sports Association, Inc., the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government or to a state or local government for a public purpose.

ARTICLE IX.

The name and address of the incorporator is:

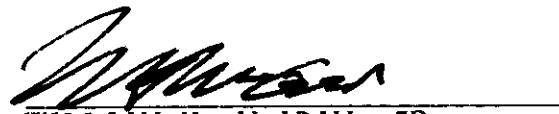
William H. McAdam, Jr.
Attorney at Law
P. O. Box 1425
127 S. First Avenue
Sandpoint, ID 83864

Dated this 7th day of April, 1986.



WILLIAM H. McADAM, JR.
Incorporator

I declare that I am the person that executed the above Articles of Incorporation and such instrument is my act and deed.



WILLIAM H. McADAM, JR.

STATE OF IDAHO)
) ss.
County of Bonner)

On this 7th day of April, 1986, before me, a Notary Public in and for said State, personally appeared WILLIAM H. McADAM, JR. known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Dave L. Yates

Notary Public-State of Idaho
Residing at: Sandpoint
Commission expires 8-9-86