

State of Idaho

Department of State

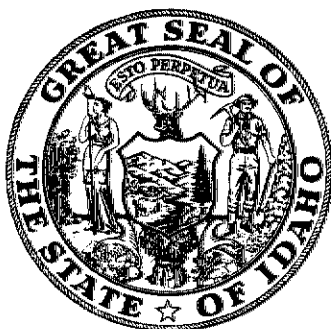
CERTIFICATE OF INCORPORATION OF

EAGLE HIGH SCHOOL BOOSTERS, INC.
File number C 111679

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 EAGLE HIGH SCHOOL BOOSTERS, 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: August 11, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

ARTICLES OF INCORPORATION

Aug 11 3 09 PM '95

OF

SECRETARY OF STATE EAGLE HIGH SCHOOL BOOSTERS, INC.
STATE OF IDAHO

Know all men by these presents, that I, the undersigned, in order to form a non-profit corporation for the purposes hereafter stated pursuant to Chapter 3, Title 30 of the Idaho Non-Profit Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I.

NAME

That the name of this corporation is and shall be EAGLE HIGH SCHOOL BOOSTERS, INC.

ARTICLE II.

NON-PROFIT

The corporation shall be an Idaho non-profit corporation.

ARTICLE III.

TERM OF EXISTENCE

That the period of existence and duration of the life of this corporation shall commence with the filing of these articles and shall be perpetual.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT

That the location of the registered office and registered agent of this corporation shall be:

Tarrell H. Janzen
2073 E. Holgate Court
Eagle, Idaho 83616.

ARTICLE V

PURPOSES

That the nature of the association and the objects and purposes of this corporation shall be to:

A. To equally promote athletics, academics and activities at Eagle High School, Joint School District No. 2, Meridian, Idaho.

B. Receive donations, contributions and membership fees to further the purposes enumerated in the articles.

IDAHO SECRETARY OF STATE

and membership fees
Set over # 20158.
IVC960007947 16384

ARTICLES OF INCORPORATION - 1

CORPORATION NON PROFIT

1 @ 30.00 = 30.00

ARTICLE V.
MEMBERS

The rights and interests of all members of this corporation shall be equal, and no member may have or acquire a greater interest therein than any other member. Membership in this corporation may be acquired in such manner, and, upon such terms and conditions, as shall be prescribed by the by-laws.

ARTICLE VI.
LIMITATIONS ON DISTRIBUTIONS

No dividends of any kind or nature shall ever be declared to any member of this corporation, and no member shall ever receive any pecuniary profit from certificate of membership in this corporation, it being expressly provided that this shall be a strictly non-profit corporation.

ARTICLE VII.
AMENDMENT

The members of this corporation shall have the power by at least a two-thirds (2/3) vote of the entire membership to repeal, amend or adopt new articles. In addition, the board of directors and/or the members of this corporation shall have the power by at least a majority vote of the entire board or entire membership to repeal or amend the by-laws of this corporation and adopt new by-laws; however, the board of directors shall not make nor alter any by-laws setting forth their number, classification, qualification, term of office or compensation.

ARTICLE VIII.
BOARD OF DIRECTORS

The board of directors shall consist of not less than seven (7) nor more than thirteen (13) members, the number to be designated in the by-laws, and the officers shall consist of at least a president, vice-president, secretary and a treasurer. Additional officers and an executive committee may be authorized by the by-laws. The names and addresses of the persons who are to act as the initial officers and directors until the election of their successors are:

Director/President

Tarrell H. Janzen
2073 E. Holgate
Eagle, Idaho 83616

Director/Vice-President

Gerri Moran
474 Ranch Drive
Eagle, Idaho 83616

Director/Secretary	Lonna Nelson 1502 W. Pintail Meridian, Idaho 83642
Director/Treasurer	Donna Knittel 7280 Winward Meridian, Idaho 83642
Director	Sherrie Eisele 654 N. Edgewood Eagle, Idaho 83616
Director	Judy Christiansen 1768 E. Highgate Court Eagle, Idaho 83616
Director	Camile Freeman 1550 Artesian Rd. Eagle, Idaho 83616
Director	Pat Wilde 1101 E. Valli-Hi Eagle, Idaho 83616
Director	Debbie Barnes 307 Winged Foot Place Eagle, Idaho 83616

ARTICLE IX.
INCORPORATION

The name and address of the incorporator is:

Kimbell D. Gourley
1731 E. Stonybrook Court
Eagle, Idaho 83616.

ARTICLE X.
LIMITATIONS ON ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. By a corporation exempt from federal income tax under section 501(c) of the *Internal Revenue Code* of 1954 (or the corresponding provision of any future United States Internal Revenue law);

B. By a corporation, contributions to which are deductible under section 170(c)(2) of the *Internal Revenue*

Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. In addition, no substantial part of the activities of the corporation shall be devoted to 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.

ARTICLE XI.
DISTRIBUTION OF ASSETS UPON DISSOLUTION

At the time of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to Joint School District No. 2, Meridian, Idaho, or any successor school district.

In case Joint School District No. 2, Meridian, Idaho, or any successor school district is unable to receive the corporation's assets upon dissolution, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the *Internal Revenue Code*.

ARTICLE XII.
AUTHORITY TO CONVEY OR ENCUMBER ASSETS

Conveyance or encumbrance of all or any part of the corporation's property may be made upon the affirmative vote of two-thirds of the entire number of the board of directors then in office, and any such instrument of conveyance or encumbrance shall be signed by the President or Vice President of the corporation and its seal affixed and attested by its Secretary or an Assistant Secretary.

ARTICLE XIII.
INDEMNIFICATION AND LIMITATION ON DIRECTOR LIABILITY

A. Indemnification; Generally.

The corporation may indemnify its director, officers, employees, or agents for liabilities incurred by such directors, officers, employees, or agents in their capacity as such as is provided in these Articles of Incorporation and in the by-laws of the corporation.

B. Limitation on Director Liability for Monetary Damages.

A director shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit the liability of a director to the corporation or to its members for:

1. Any breach of the director's duty of loyalty to the corporation or to its members;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Loans made by the corporation to its directors or officers or any other acts specified in the Idaho Non-Profit Corporation Act as the same may be hereafter amended. Directors who assent to or participate in making such loans are liable to the corporation under Idaho law for the amount of such loan until the repayment thereof;
4. Assenting to or participating in any transaction from which the director derived an improper personal benefit.

The foregoing limitation on personal liability for monetary damages shall apply to acts or omissions occurring since the date of incorporation of this corporation. If the Idaho Non-Profit Corporation Act is hereafter amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article Tenth shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

C. Preservation of Exempt Status.

Notwithstanding any other provision of this Article or the by-laws, the corporation shall not indemnify, advance expenses, purchase insurance, or take any other action under this Article or the by-laws which would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c)(4) of the Code or which constitutes an act of self-dealing under this Section 4941 of the Code, if such provision is applicable to this corporation.

ARTICLE XIV.
MERGER OR CONSOLIDATION

This Corporation may, at any time, merge or consolidate with any other corporation not for profit in any manner as may be

permitted by the laws of the State of Idaho at the time of such merger or consolidation.

ARTICLE XV.
BY-LAWS

The Board of Directors of this Corporation shall have the power to adopt, by a majority vote of the whole Board, such by-laws as may be deemed necessary or convenient for the proper government and management of the business and attire of this Corporation and by a majority vote of the whole Board of Directors may amend, alter, or repeal the same at any regular meeting or at any special meeting of the Board of Directors called for that purpose.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this instrument, which is executed in duplicate originals, this 10th day of August 1995.

Kimball D. Gouley

STATE OF IDAHO)
 : ss.
County of Ada)

On the 10th day of August 1995 before me, the undersigned notary public in and for said State, personally appeared Kimball D. Gouley, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

S. M. S.
Notary Public for Idaho
Residing at Mesa
Commission expires: 9/28/99