

ARTICLES OF INCORPORATION
OF
THE AMATEUR, INC.

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Title 30, Chapter 3, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned, acting as an incorporator of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby certify as follows:

ARTICLE I.

Name

The name of the corporation is: THE AMATEUR, INC.

ARTICLE II.

Duration

The period of existence and duration of the corporation shall be perpetual.

ARTICLE III.

Nonprofit

The corporation is a non profit corporation.

ARTICLE IV.

Corporate Purposes

The purposes for which this corporation is organized are:

A. To plan, implement, promote, enhance and develop programs and concepts that will encourage the creation and development of a major amateur golf tournament in Nampa, Idaho; to solicit, collect, and otherwise raise money for such purposes and to expend, contribute, disburse, and otherwise handle and dispose of the same for such purpose.

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B. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

C. To be duly educational, charitable, and scientific in its purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in effect and as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value. 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 that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V.

Limitations

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) No part of the earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) No substantial part of the activities of this corporation shall involve the attempt to influence legislation, nor shall this corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(4) This corporation shall be duly educational, charitable and/or scientific. Its purposes shall be conducted, and the corporation shall be operated, supervised and controlled, for the specific purpose of making a major amateur golf tournament available to interested participants without regard to race, creed, color, religion, sex or national

origin.

(5) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under the Internal Revenue Code.

(6) The corporation created hereby shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code as now in effect and as amended; retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code as now in effect and as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code as now in effect and as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code as now in effect and as amended.

ARTICLE VI.

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 4630 W. Moonlake Dr., Meridian, Idaho 83642, and the name of its initial registered agent at such address is Dawn Lewis-Geselle.

-ARTICLE VII.

No Membership

This corporation shall not have members.

ARTICLE VIII.

Board of Directors

(1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals. 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 as provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Dawn Lewis-Geselle	4630 W. Moonlake Dr. Meridian, ID 83642
Roger S. Wilcox	62 S. Inverness Dr. Nampa, ID 83651
Ross A. York	1318 Eldoran Dr. Nampa, ID 83651
John A. Lewis	2424 Santa Clara Meridian, ID 83642
Richard R. Nielsen	10455 Treeline St. Boise, ID 83704

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

ARTICLE IX.

Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

ARTICLE X.

Amendment of Articles and Bylaws

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the Bylaws.

ARTICLE XI.

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 of the assets of the corporation consistent with the purpose of the corporation, to any charitable organization or organizations dedicated to promoting the great game of golf and shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as now in effect and as amended from time to time, 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 such purpose or to such organizations as such court shall determine to be consistent with the purpose of the corporation.

Dated this 10th day of August, 2000.



DAWN LEWIS-GESELLE, Incorporator