

103809.

State of Idaho

Department of State

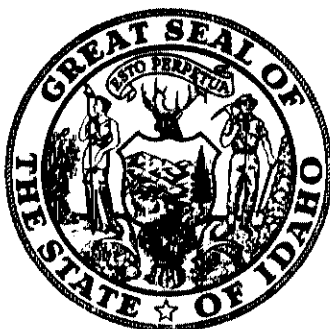
CERTIFICATE OF INCORPORATION OF

PALOUSE ROADRUNNERS, 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 PALOUSE ROADRUNNERS, 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: October 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mrs. Suter*

Pete T. Cenarrusa
Secretary of State
Statehouse - Room 203
Boise, ID, 83720

RECEIVED
SEC. OF STATE

93 OCT 25 AM 10 42

RECEIVED
SEC. OF STATE
93 SEP 9 AM 8 57

**ARTICLES OF INCORPORATION
(NON-PROFIT)
PALOUSE ROADRUNNERS, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is PALOUSE ROADRUNNERS, 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 purpose of the Corporation is to promote and encourage long distance running as a competitive sport and as a healthful exercise, to promote and conduct races and other running activities and to disseminate information on running through newsletters.

ARTICLE V. MEMBERS

The corporation has members, so section 30-323, item (5), Idaho Code does not apply.

ARTICLE VI.

The corporation has members and the management of its affairs is to be vested in its members pursuant to section 30-314(c), Idaho code.

ARTICLE VII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the County of Latah, State of Idaho. The address of the initial registered office is 4375 Broenneke Rd., Moscow, ID, 83843, and the name of the initial registered agent at this address is Ronald Crawford.

ARTICLE IX. MEMBERS NOT SUBJECT TO ASSESSMENTS

The members of this Corporation shall not be subject to assessments and the private property of the members shall not be subject to payment of Corporation debts, expenses or other obligations to any extent whatever.

ARTICLE X. BOARD OF DIRECTORS

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 eight (8) individuals, 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 by the existing Directors in the manner for the term 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>
Ronald Crawford	4375 Broenneke Rd., Moscow, ID, 83843
Jean Grammer	SE 1220 Sunnymead, Pullman, Wa 99163
John Francis	E. 310 6th St, Moscow, ID, 83843
Ronald Klimko	1020 Cayuse, Moscow, ID, 83843

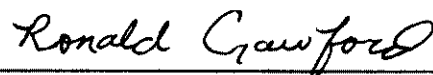
ARTICLE XI. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporations, distribute all assets of the Corporation consistent with the purposes of the corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, 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 of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such Court shall determine to be consistent with the purposes of the Corporation.

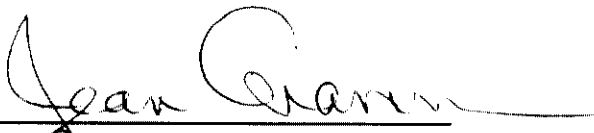
ARTICLE XII. INCORPORATOR


The name and street address of each incorporator is contained in the Board of Directors list (Article IX)

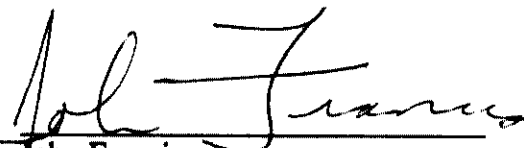
Dated this 7 day of September, 1993



Ronald Crawford
Daytime phone: (208) - 885 - 6580


Jean Grammer


Ronald Klimko


John Francis