

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PAYETTE WHITEWATER RACING KIDS, 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 PAYETTE WHITEWATER RACING KIDS, 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 28, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]* *[Signature]*

ARTICLES OF INCORPORATION  
OF  
**OCT 28 4 29 PM 1992** PAYETTE WHITEWATER RACING KIDS, INC.  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a full age citizen of the United States of America, do hereby certify that I have decided to form a non-profit corporation under the laws of the State of Idaho, pertaining thereto, to wit: Idaho Code Sections 30-3-1, et seq., and hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I

The name of this corporation shall be Payette Whitewater Racing Kids, Inc.

ARTICLE II

The duration of this corporation shall be perpetual. The corporation shall not be dissolved except by favorable vote of two-thirds (2/3) of the members present at a membership meeting called for that purpose in accordance with the provisions of the Idaho Nonprofit Corporation Act. Upon dissolution of this corporation, any and all assets then held by the corporation, after due provision for any liabilities then outstanding and unpaid, shall be paid to an organization which shall be selected by the Board of Directors and which shall be an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Fourth District Court in Ada County, exclusively for tax exempt purposes or to an organization or organizations, as said court may order, which are organized or operated exclusively for such purposes.

ARTICLE III

The exclusive purpose of this corporation shall be to act as a non-profit corporation as defined under the Idaho Code as above specified and Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, for charitable and educational purposes. To accomplish these purposes the corporation may, to the extent not otherwise prohibited by Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, engage in the following activities:

1. To instruct young people in the sport of whitewater kayaking and other river sports, to promote safe participation and healthy and sportsmanlike competition in such sports by young people and to promote a use of the natural environment upon which these sports depend consistent with the charitable and educational goals of the Corporation.

2. To perform any act with the power and capacity possessed by a natural person and to so perform any acts necessary to accomplish any lawful purpose of the corporation.

3. To exercise any lawful power now or hereafter conferred upon non-profit corporations by the laws of the State of Idaho.

It is expressly provided that the above and foregoing enumeration of powers, purposes and objects of the corporation shall not be exclusive nor limit or restrict the general powers of the corporation as allowed by the laws of the State of Idaho.

#### ARTICLE IV

The location of the registered office of this corporation within the State of Idaho shall be 990 Eagle Hills Road, Eagle, Ada County, Idaho, 83616. The initial registered agent for the corporation shall be Thomas J. Long, at the same address as that of the registered corporate office listed immediately preceding.

#### ARTICLE VI

The corporation shall have members. Members of the corporation shall apply for membership and shall be admitted to the corporation by resolution of the board of directors of the corporation.

#### ARTICLE VII

No assets or property of any nature owned or held in any way by this corporation shall inure to the benefit of any individual or person who is a member of or in any way related to the members of this corporation, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

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) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

## ARTICLE VIII

The incorporator is Paul Collins, 333 North 1st Street, Boise, Idaho, 83702.  
The incorporator is of full age and is a citizen of the United States of America.

## ARTICLE IX

The corporation shall be managed by a Board of Directors, governed by the bylaws of the corporation except insofar as set forth in these Articles of Incorporation. The bylaws of the corporation may, from time to time, be altered, amended, suspended, repealed, or replaced by a resolution adopted by a two-thirds majority of the entire Board of Directors of the corporation. The Board of Directors shall consist of not less than four (4). The maximum number of directors shall be fixed by the bylaws. The names and addresses of the initial Board of Directors are:

Thomas J. Long	999 Eagle Hills Road, Eagle Idaho 83616
Tom Menten	3425 Spiceland Dr. Boise, Idaho 83704
Paul. C. Collins	333 North 1st Street, Boise, Idaho 83702
Jo Cassin	1521 North 13th Street, Boise, Idaho 83702
Darin DeAngeli	1221 West Idaho Street, Suite 601 Boise, Idaho 83702

## ARTICLE X

Every person who is or was a Director, Officer, Employee, or Agent of the corporation or any person who has served at the corporations's request as a Director, Officer, Employee, or Agent of another corporation, whether for profit or not for profit, may be indemnified against expenses actually or necessarily incurred by such person in connection with the defense of any action, suit, or proceeding whether civil, criminal, or administrative, in which such person is made a party by reason of being or having been such a Director, Officer, Employee, or Agent, to the fullest extent now or hereafter permitted by Idaho Code Section 33-3-88, as now in effect or as may hereafter be amended, except for taxes, penalties. or expenses of correction imposed by Chapter 42 of the Internal Revenue Code. The indemnification herein provided shall not be deemed exclusive of any other rights to which such Director or Officer might be entitled under any bylaw, agreement, vote of the Board or otherwise.

## ARTICLE XI

Amendment of these Articles shall be accomplished as now or hereafter provide for by the provisions of the Idaho Nonprofit Corporation Act.

IN WITNESS WHEREOF, we have hereunto set my hand and seal this 27<sup>th</sup> day of September, 1993.



STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 27<sup>th</sup> day of September, 1993, before me, the undersigned Notary Public in and for said State, personally appeared Paul C. Collins, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho.

My commission expires: 11/22/98

PAYETTE WHITEWATER RACING CLUB, INC.  
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