

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BULLDOG BENCH, INC.

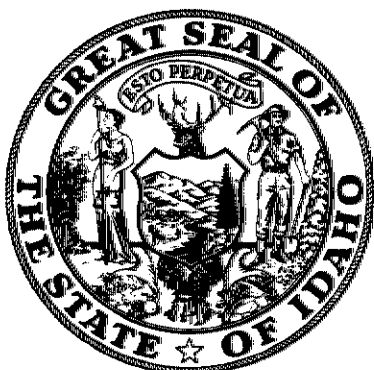
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BULLDOG BENCH, 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 July 31, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

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ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

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BULLDOG BENCH, INC.

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A Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, All of whom are full age citizens of the United States of America, being desirous of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Bulldog Bench, Inc.

ARTICLE II

This corporation is not organized for pecuniary profit and shall not issue capital stock. All of the properties and assets of this corporation shall be and are irrevocably dedicated to the purposes for which this corporation is formed and no part of the moneys, properties or assets of this corporation, upon dissolution or otherwise, shall enure to the benefit of any member of this corporation or to any private person or to any individual. In the event of the dissolution or liquidation of this corporation all properties and assets remaining after providing for debts and obligations shall be paid over to one or more entitles then existing which are solely devoted to carrying out the objects and purposes for which this corporation is formed, and to no other person or entity.

ARTICLE III

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

ARTICLE IV

This corporation is not formed for profit to any of its members or to itself, and is formed to support all athletic programs of Sandpoint Senior High School. The corporation shall have all the necessary powers to accomplish such goal. The Bulldog Bench, Inc. organization will operate under specific by-laws adopted by the organization and will include procedures for proper accounting and auditing of organization funds. The allocation of support funds and equipment purchase decisions will be made by the Board of Directors.

ARTICLE V

The affairs of this corporation shall be conducted by a board of directors of not less than three (3) nor more than seven (7) in number, with the exact number, manner of selection and qualifications as determined by the by-laws. Directors of this corporation shall be members of the corporation, as may be determined by the by-laws.

ARTICLE VI

The affairs of the corporation shall be managed by a board of directors selected in accordance with the by-laws.

The board of directors shall be elected annually as and then provided for in the by-laws.

ARTICLE VII

The initial registered agent is Clifford D. Chapin, 3700 Gold Creek Road, Sandpoint, Idaho 83864. The registered office is 3700 Gold Creek Road, Sandpoint, Idaho 83864.

ARTICLE VIII

There shall be one class of membership and certificate of membership shall be issued evidencing membership rights.

ARTICLE IX

These articles may be amended by a two-thirds vote of the members of said corporation present and voting at any regular or special meeting called for that purpose. The members of this corporation, at their annual meeting or at a special meeting called for such purpose shall have the power by a majority vote to repeal or amend the by-laws.

ARTICLE X

The names and addresses of each of the incorporators of this corporation and are as follows:

President

Clifford D. Chapin
3700 Gold Creek Road
Sandpoint, Idaho 83864

Vice President

Ronald Hanson
327 St. Clair Street
Sandpoint, Idaho 83864

Secretary-Treasurer

Dwayne Sheffler
1205 Birch Banks Drive
Sagle, Idaho 83860

ARTICLE XI

The above named incorporators of the Corporation shall be the initial Board of Directors of the Corporation.

IN WITNESS WHEREOF, the above named incorporators have
set their hands and seals this 27th day of June, 1989.

Clifford P. Chosni
Raeann D. Danner
Dwayne E. Sheffler

SUBSCRIBED AND SWORN to before me this 27th day of
June, 1989.

Dorinda F. Hunt
Notary Public in and for the
State of Idaho, residing at
Sandpint therein. My
commission expires on the 20
day March, 1989.
1993