

163597

State of Idaho

Department of State

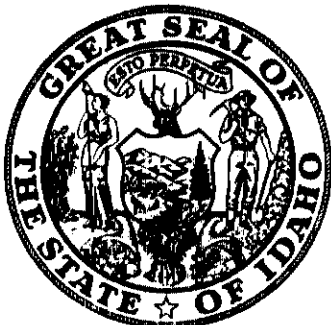
CERTIFICATE OF INCORPORATION OF

ST. MARIES YOUTH SPORTS, 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 ST. MARIES YOUTH SPORTS, 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 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seitel*

ARTICLES OF INCORPORATION
OF
ST. MARIES YOUTH SPORTS, INC.

RECEIVED
SEC. OF STATE
93 OCT 4 AM 10 33

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-1 et. seq., adopt the following Articles of Incorporation:

ARTICLE ONE

Name. The name of the corporation is St. Maries Youth Sports, Inc.

ARTICLE TWO

Nonprofit Status. The corporation is a nonprofit corporation.

ARTICLE THREE

Duration. The period of duration of this corporation is perpetual.

ARTICLE FOUR

Initial Registered Office and Registered Agent. The location of the corporation is in the City of St. Maries, County of Benewah, State of Idaho. The address of the initial registered office is 1152 Fifth Street, St. Maries, Idaho 83861, and the name of the initial registered agent at this address is William A. Neal.

ARTICLE FIVE

Purposes. The purposes for which the corporation is organized and will be operated are as follows:

A. To promote to the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority; to promote and support youth sports and activities in the community; to educate and coach community youth in the attainment of athletic skills; to educate and promote physical fitness and development of community youth to become good, healthy and trustworthy citizens.

B. This corporation is organized for charitable, religious, education or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, any of the provisions of these Articles notwithstanding. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

C. The corporation shall exercise all powers rendered 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, and 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 this Act, or any amendment thereto, or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE SIX

Members. Qualifications of members of the corporation shall be provided in the Bylaws of the corporation. The rights and interests of this corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but said member or members shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of the corporation shall be used solely and exclusively to carry out and obtain the objectives of this corporation.

Membership Meetings. Meetings of members shall be held at such place as may be provided in the Bylaws of the corporation. An annual meeting of the members shall be held at such time as may be provided in the Bylaws.

ARTICLE SEVEN

Management. The affairs of the corporation shall be managed by a board of directors. The board of directors of the corporation shall consist of nine (9) members. At the present time, four (4) youth sports organizations will operate

under this corporation. These include: Junior Girls' Softball, Senior Girls' Softball, Little League (including Minor League) and Babe Ruth. The board of directors of this corporation shall consist of the president of each of said organizations and one (1) additional elected or designated representative from each youth sport organization. The additional representative to the board of directors of this corporation shall be chosen and designated by the youth sport organization. The final member of the board of directors shall be the president of the corporation, who shall be elected by the board of directors.

The board of directors of the corporation, at its annual meeting, shall select officers for the corporation. The officers of the corporation shall be a president, vice president and secretary/treasurer. The secretary/treasurer shall not be a director of the corporation.

Further management procedures and requirements of the corporation shall be set forth in the corporation Bylaws.

ARTICLE EIGHT

Dissolution. In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, according to these Articles or Bylaws, provided that assets or property may be transferred only to a nonprofit corporation or

an agency of government operated exclusively for charitable, educational or scientific purposes as at the time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1986, and to corresponding provisions of any future United States Internal Revenue law, as the members shall determine, and having objectives or purposes similar to those to which this corporation is devoted; provided further that, in no event, shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of the corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation has been located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NINE

Amendments to Articles. Amendments to these Articles of Incorporation may be made after ten (10) days written

notice to all board of director members, by a majority of the directors voting at a regular meeting, or at a special meeting called to consider amendments, so long as such amendments do not change its nonprofit, tax exempt status, and as long as such amendments contain only such provisions as are lawful under the Idaho Nonprofit Corporation Act.

ARTICLE TEN

Initial Directors. The initial board of directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Dale K. Hill	2317 Ora Avenue St. Maries, Idaho 83861
2. Claudia M. Spooner	1903 College Avenue St. Maries, Idaho 83861
3. Samuel K. Charles	HCO 4 Box 48K St. Maries, Idaho 83861
4. Steven Lorenz	102F Jefferson Avenue St. Maries, Idaho 83861
5. William A. Neal	1152 Fifth Street St. Maries, Idaho 83861.

The directors named in this Article shall hold office

until their successors are duly elected and qualified at further corporate organizational meeting. The slate of directors will be increased from the five (5) members set forth in this Article to nine (9) members as set forth in Article Seven.

ARTICLE ELEVEN

Incorporators. The name and address of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Dale K. Hill	2317 Ora Avenue St. Maries, Idaho 83861
2. Claudia M. Spooner	1903 College Avenue St. Maries, Idaho 83861
3. Samuel K. Charles	HCO 4 Box 48K St. Maries, Idaho 83861
4. Steven Lorenz	102F Jefferson Avenue St. Maries, Idaho 83861
5. William A. Neal	1152 Fifth Street St. Maries, Idaho 83861.

EXECUTED in duplicate this 24th day of
September, 1993.

Dale K. Hill
DALE K. HILL

Claudia M. Spooner
CLAUDIA M. SPOONER

Samuel K. Charles
SAMUEL K. CHARLES

Steven Lorenz
STEVEN LORENZ

William A. Neal
WILLIAM A. NEAL

NOTARIAL PUBLIC
STATE OF TEXAS
COMMISSION EXPIRES
JANUARY 1, 1995