

ARTICLES OF INCORPORATION

MAY 28 1 20 PM '98

OF

SECRETARY OF STATE

THE BOYS AND GIRLS CLUB OF NAMPA, INC.

Pursuant to the provisions of Title 30, Chapter III, 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 BOYS AND GIRLS CLUB OF NAMPA, 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.

IDaho SECRETARY OF STATE

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ARTICLE IV.

Corporate Purposes

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The purposes for which this corporation is organized are:

A. To plan, implement, promote, enhance and develop programs and concepts that will provide behavior guidance and promote the health, social, education, vocational and character development of boys and girls by establishing a BOYS AND GIRLS CLUB in the City of Nampa; 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 purposes.

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 of 1986, 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 BOYS AND GIRLS CLUB available to the Nampa, Idaho Community, 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.

#### **ARTICLE VI.**

##### **Registered Office and Registered Agent**

The street address of the initial registered office of the corporation is 1109 Central Midland Boulevard, Nampa, Idaho 83651, and the name of its initial registered agent at such address is Steve Torrano.

#### **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 fifty (50) 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:

SEE ATT

**NAME****ADDRESS**

Steve Torrano

341 Creekside Place  
Nampa, Idaho 83686

Lynn Borud

710 Vista Terrace  
Nampa, Idaho 83686

Jim Barnes

1019 Augusta Drive  
Nampa, Idaho 83686

B. Edgar Johnson

3524 Skyline Drive  
Nampa, Idaho 83686

(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 youth golf and 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 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 28<sup>th</sup> day of May, 1998.

Steve Torrano  
Steve Torrano, Incorporator