

FILED EFFECTIVE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
STATE OF IDAHO

OF

IDAHO CHEER UNIVERSITY BOOSTER CLUB, INC.

*(formerly known as Treasure Valley Allstar Cheerleaders Boosters, Inc.)*

**Article 1.01. Name.** The name of this Idaho nonprofit corporation is Idaho Cheer University Booster Club, Inc. (hereinafter "Corporation").

**Article 1.02. Purpose.** The purpose for which the Corporation is organized is to exclusively engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and engage in any other non-profit activities allowed by Idaho law and not prohibited to be done by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Specifically, the Corporation shall engage in activities meant to promote and facilitate the competitive and adaptive cheerleading and dance by members of competitive and adaptive cheerleading and dance teams at Idaho Cheer and Dance, a division of Wings, Inc., an Idaho corporation.

**Article 2.01. Office Address.** The street address of the registered office of the Corporation is 455 South Third Street, Boise, Idaho, 83702.

**Article 2.02. Registered Agent.** The name of the Corporation's registered agent located at the aforestated address is David P. Claiborne.

**Article 2.03. Mailing Address.** The mailing address of the Corporation, for future correspondence, is ATTN: David P. Claiborne, P.O. Box 2773, Boise, Idaho, 83701.

**Article 3.01. Voting Members.** The Corporation does have voting members. Voting membership shall be limited to parents, legal guardians or designated representatives of members of competitive or adaptive cheerleading and dance teams at Idaho Cheer and Dance, a division of Wings, Inc., an Idaho corporation. The board of directors of the Corporation shall, by resolution or bylaws, adopt and set forth further definitions of members, classifications of members, rights and limitations of members, qualifications for membership, and regulations to which members shall be subject.

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**Article 3.02. Membership Assessments.** The voting members of the Corporation shall be subject to an annual assessment in an amount to be set by the board of directors of the Corporation, through adoption of resolution or bylaws. The voting members of the Corporation shall be personally liable for the payment of such assessments.

**Article 4.01. Management.** The board of directors of the Corporation shall consist of no fewer than three (3) persons. The board of directors of the Corporation shall, by resolution or bylaws, adopt and set forth terms upon which the Corporation's affairs shall be managed and regulated, and further define the qualifications, terms, rights, limitations, and duties of officers of the Corporation and members of the board of directors of the Corporation.

**Article 4.02. Initial Directors.** The initial directors of the Corporation are:

NAME	ADDRESS
Terri Reno	c/o Idaho Cheer University Booster Club, 1875 Century Way, Boise, Idaho, 83709
Teresa Crump	c/o Idaho Cheer University Booster Club, 1875 Century Way, Boise, Idaho, 83709
Katie Levasseur	c/o Idaho Cheer University Booster Club, 1875 Century Way, Boise, Idaho, 83709
Maria Patrick	c/o Idaho Cheer University Booster Club, 1875 Century Way, Boise, Idaho, 83709
Pam Owens	c/o Idaho Cheer University Booster Club, 1875 Century Way, Boise, Idaho, 83709
Becky Shults	c/o Idaho Cheer University Booster Club, 1875 Century Way, Boise, Idaho, 83709

**Article 4.03. Incorporator.** The incorporator of the Corporation is David P. Claiborne, whose address is 455 South Third Street, Boise, Idaho, 83702.

**Article 5.01. Dissolution.** Upon dissolution of the Corporation, the assets of the Corporation shall be distributed as follows: to any nonprofit corporation organized in accordance

with Section 501(c)(3) of the Internal Revenue Code with goals or objectives similar to those of the Corporation.

**Article 6.01. Adoption.** The amendments and restatements set forth herein consist of matters set forth in IDAHO CODE § 30-3-90, as well as matters set forth in other sections of Chapter 3, Title 30, IDAHO CODE. The amendments and restatements set forth herein were adopted by a majority of the voting members of the board of directors of the Corporation, and by a majority of the total members of the Corporation, and by a two-thirds majority of those members of the Corporation present and casting votes at the meeting held for purposes of adoption of the amendments and restatements set forth herein. The total number of members of the Corporation entitled to vote on adoption were 89. Of those members, 62 appeared at the meeting held to address adoption of the amendments and restatements set forth herein, of which 62 voted for adoption of the amendments and restatements set forth herein and 0 voted against the same. **Adoption is effective July 1, 2007.**

DATED this 17<sup>th</sup> Sept day of August, 2007.

by

Terri Reno  
President