

ARTICLES OF INCORPORATION OF

SUN VALLEY ADAPTIVE SPORTS PROGRAM, INC.

23 JUL 23 AM 9:33

KNOW ALL PERSONS BY THESE PRESENTS:

STATE OF IDAHO

The undersigned incorporator, for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act as amended, states:

I. That the name of said corporation is SUN VALLEY ADAPTIVE SPORTS PROGRAM, INC.

II. The duration of the corporation shall be perpetual.

III. The purposes for which this corporation is formed are:

A. Mission: To improve the quality of life for persons with disabilities through sports and recreation.

B. Goals.

1. To facilitate a positive self image through sports and recreation in disabled individuals;

2. To increase public awareness in the Wood River Valley of the capabilities of persons with disabilities;

3. To develop and maintain a working relationship with other organizations serving persons with disabilities;

4. To serve as a source of information about sports and recreational opportunities nationwide;

5. To encourage persons with disabilities to be involved in the management and other aspects of the corporation;

6. To encourage persons with disabilities to utilize the myriad of recreation and sports activities available in the Wood River Valley and surrounding areas;

7. To teach good sportsmanship, encourage competitive spirit, and foster independence through sports and recreation;

IDAHO SECRETARY OF STATE

07/27/1999 09:00
CK: 2340 CT: 506% DN: 236911

ARTICLES OF ORGANIZATION OF SUN VALLEY ADAPTIVE SPORTS PROGRAM, INC. 1 1 30.00 30.00 INC WOOD R 2

C/29801

ORIGINAL

8. To provide people with disabilities an opportunity to experience sports as a recreational activity in which they may participate;

9. To afford a frequent natural sports and recreational environment for people with disabilities for the purpose of producing positive psychological and therapeutic results; and

10. To develop a nucleus of sports and recreation programs and competent instructors in Blaine County, Idaho.

IV. This corporation shall have the authority to:

A. To purchase, acquire, own, hold, manage, lease, use and enjoy, sell, exchange, subdivide, mortgage, convey in trust, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in real property, goods, wares and merchandise, personal property of every kind and description.

B. To enter into, make, perform, and carry out contracts of any kind for any lawful purposes without limit as to the amount with any person, firm, or corporation, municipal or governmental subdivision.

C. To borrow money, to issue notes, bonds, debentures and other obligations from time to time for the purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured.

D. To lend money, to purchase, acquire, hold on guaranty, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal in shares, bonds, debentures, notes, or any other indebtedness of any person, firm, or corporation and whether now or hereafter organized and existing; and while a holder thereof to exercise all the rights, powers, privileges of ownership, including the right to vote thereon to the same extent as a natural person.

E. To accept gifts, donations, and receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to apply the principal or interest as may be directed by the donor thereof, or as the Board of Directors of the corporation may determine in the absence of such directions, in aid and furtherance of the purposes set forth hereinabove.

F. To do all other acts necessary or expedient for the administration of the affairs and to attain the purposes of such corporation.

G. To exercise all other such powers not otherwise enumerated herein as are authorized by the Idaho Nonprofit Corporation Act as the same may exist from time to time.

H. Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

V. The principal office of the corporation for the transaction of business shall be designated by the Board of Directors.

VI. The number and terms of office of said directors shall be fixed by the Bylaws. The names and addresses of the persons who are appointed to act as the first directors of the corporation until the election of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cliff Coons	Post Office Box 6505, Ketchum, Idaho 83340
Muffy Davis	Post Office Box 242, Sun Valley, Idaho 83353
Tim Johnson	5960 Rothmans Avenue, Boise, Idaho 83713
M. B. Davis	Post Office Box 515, Sun Valley, Idaho 83353
Dennis Davis	Post Office Box 242, Sun Valley, Idaho 83353
Kingsley Murphy	Post Office Box 3818, Ketchum, Idaho 83340
Marc Mast	Post Office Box 2605, Ketchum, Idaho 83340

VII. This corporation shall not be authorized to issue shares of stock but shall be composed of members and it is not formed with a view to or for the pecuniary gain or profit of its members.

VIII. The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, and other rights and privileges of each class of membership, and the liability of each or all classes dues and assessments, the method of collection thereof, and any certificate of membership, including assignment and transfer rights, and Members shall vote as set forth in the Bylaws of the corporation.

IX. In addition to, and not limited by the above, the corporation shall have the general powers conferred by law which may be used in furtherance of its principal activities. However, notwithstanding any other provisions of these articles, 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 (the Code) or the corresponding provisions of any United States Internal Revenue law.

Furthermore, the powers and authority of the corporation shall be exercised so that:

A. No part of the income of the corporation shall inure to the benefit of any officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate property upon dissolution of the corporation.

B. The corporation shall distribute its income for each taxable year at the same time and in such manner so as not to subject it to tax under Section 4942 of the Code and the corporation shall not:

1. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
2. Retain any excess business holdings as defined in Section 4943(c) of the Code;
3. Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or
4. Make any taxable expenditures as defined in Section 4945(d) of the Code.

C. No part of the activities of the corporation shall be the carrying on of lobbying, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on the behalf of any candidate for public office, except as such activities may be permitted by law, regulation, or authoritative interpretation of the Internal Revenue Code.

X. In the event of dissolution, the residential assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code to be exclusively devoted or used by them in furtherance of exempt purposes, or to the federal, state, or local government for exclusively public purposes.

The name of the initial registered agent of this corporation and that of its initial registered office is:

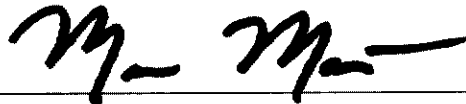
Marc Mast, President
Sun Valley Adaptive Sports Program, Inc.
Post Office Box 6791
174 Valleywood
Ketchum, Idaho 83340

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has executed these articles of incorporation this 14th day of July, 1999.

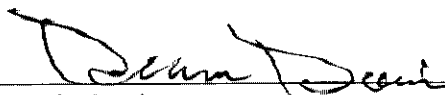
The name and address of the incorporator of this corporation is:

Marc Mast, President and Incorporator
Sun Valley Adaptive Sports Program, Inc.
Post Office Box 2605
Ketchum, Idaho 83340

SIGNED this 13 day of July, 1999.

A handwritten signature in black ink, appearing to read "Marc Mast", written over a horizontal line.

Marc Mast,
Incorporator and President of the corporation

A handwritten signature in black ink, appearing to read "Dennis Davis", written over a horizontal line.

Dennis Davis,
Secretary of the corporation