

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

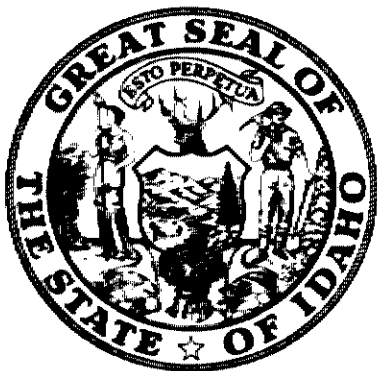
THE AMERICAN ATHLETIC ACADEMY, INC.

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 THE AMERICAN
ATHLETIC ACADEMY, 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 November 17 19 87



Pete T. Cenarrusa
SECRETARY OF STATE

Sadler H. Taylor
Corporation Clerk

RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION
OF
THE AMERICAN ATHLETIC ACADEMY, INC.
a Nonprofit corporation
PM 2 05

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is THE AMERICAN ATHLETIC ACADEMY, INC. (hereinafter called "Corporation").

ARTICLE II

PRINCIPAL AND REGISTERED AGENT

The location and principal office of the Corporation is c/o Lawson & Peebles, 319 Walnut Avenue North, Ketchum, Idaho and the post office address is P. O. Box 297, Ketchum, Idaho 83340. The registered agent of the corporation is BARRANT V. MERRILL.

ARTICLE III

INCORPORATOR

The incorporator and his addresses is as follows:

Edward A. Lawson	P. O. Box 297
	Ketchum, Idaho

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

a. The corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific and primary purpose shall be to:

(1) Own, operate and maintain an institution whose purpose is to provide educational, academic, and

career assistance, along with financial advisement, and personal counseling to aspiring as well as to National and Olympic level athletes.

(2) Purchase, build, lease, or otherwise acquire a building or buildings for the purposes of maintaining and perpetuating the Academy.

(3) Attract substantial support from contributions; directly or indirectly, from a representative number of persons and businesses and has not been formed for pecuniary profit or financial gain.

Notwithstanding any other provision of these articles, the corporation shall not carry on any 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.

b. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the 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 the Corporation.

ARTICLE V

MEMBERSHIP

The corporation shall have one class of members composed of those persons appointed by the Board of Directors which members shall elect the Board of Directors and be eligible to serve as a director.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall initially be managed by a board of five (5) directors. The number of directors may be changed by amendment of the Corporation.

The initial directors of the Corporation and their addresses are as follows:

Barrant V. Merrill	319 Walnut Avenue North Ketchum, Idaho 83340
George F. Weston	319 Walnut Avenue North Ketchum, Idaho 83340
Garry Shelton	319 Walnut Avenue North Ketchum, Idaho 83340
Carlyn Ring	319 Walnut Avenue North Ketchum, Idaho 83340
Gretchen Fraser	319 Walnut Avenue North Ketchum, Idaho 83340

ARTICLE VII

The Association shall exist perpetually.

ARTICLE VIII

DISSOLUTION

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or a corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this

Corporation, has executed these Articles of Incorporation
this 13 day of November, 1987.

Edward A. Lawson
Edward A. Lawson

STATE OF Idaho)
COUNTY OF Blaine) ss.

On this 13th day of November, 1987,
before me, the undersigned, a Notary Public in and for said
county and state, personally appeared Edward A. Lawson known
to me to be the person whose name is subscribed to the
within instrument, and acknowledged to me that he executed
the same.

WITNESS my hand and official seal.

Christine A. Kelly
Notary Public for Idaho
Residing at Hailey

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