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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
WESTERN TREASURE VALLEY FITNESS CENTER, INC.

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SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE

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KNOW ALL PERSONS BY THESE PRESENTS:

That we MIKE CAMPBELL, CHRISTY BARTOLOME and MARK HELEKER, being the duly elected officers of WESTERN TREASURE VALLEY FITNESS CENTER, INC., and duly appointed to and forming the incorporating committee, do hereby associate ourselves for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and do hereby adopt the following as our Articles of Incorporation.

ARTICLE I

The name of this corporation is WESTERN TREASURE VALLEY FITNESS CENTER, INC.

ARTICLE II

The principal place of business of WESTERN TREASURE VALLEY FITNESS CENTER, INC. shall be 700 Center Avenue, Payette, Idaho 83661.

ARTICLE III

The general nature of the business of this non-profit corporation shall be as follows:

- (a) To solicit donations in an amount sufficient to construct or purchase facilities which shall then be donated to the City of Payette, Idaho, a municipal subdivision of the State of Idaho, to be used in conjunction with other City facilities

as a fitness center.

(b) To receive, use, hold and apply any gifts, bequests and endowments or the proceeds thereof to carry out the program of this corporation.

(c) To buy and sell personal property, of any kind or character, whether for cash or on credit, or in exchange for other property, or otherwise; and encumber same.

(d) To construct buildings and offices, and to rent, lease, operate, or manage said property and do all things allowed of a non profit corporation.

(e) Upon dissolution of the Corporation to turn all property held by the Corporation over to the City of Payette, Idaho, a municipal subdivision of the State of Idaho.

ARTICLE IV

The commencement of the corporation shall be the date of the issuance of a certificate of incorporation by the Idaho Corporation Commission, and it shall have perpetual existence.

ARTICLE V

The corporate affairs shall be conducted by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) persons who shall be elected at the annual meeting of the membership which shall be held on the 15th day of February in each calendar year, or the first business day thereafter if the 15th day falls on a weekday or holiday.

The terms of office for the Directors shall be established by the By-Laws, and the Directors shall have the

power and authority to adopt and amend the By-Laws and to designate such other officers as may be necessary or convenient for the management of the corporation.

Until the next annual meeting the presently elected members of the Board of Directors as reflected by the corporate records shall continue in office.

ARTICLE VI

The members of the corporation shall have the power to establish By-Laws for the operation of the affairs of this corporation which shall in general be in conformity with and pursuant to the principles and purposes of the WESTERN TREASURE VALLEY FITNESS CENTER, INC.

ARTICLE VII

Membership shall be open to all persons upon the payment of such dues or contributions or upon meeting any other qualifications as shall be provided for in the By-Laws.

ARTICLE VIII

The highest amount of indebtedness or liability to which the corporation may at any time subject itself is Two Hundred Fifty Thousand and no/100 Dollars (\$250,000.00).

ARTICLE IX

The private property of the members, officers and directors of WESTERN TREASURE VALLEY FITNESS CENTER, INC. shall be forever exempt from its debts and obligations.

ARTICLE X

This corporation shall be a non-profit corporation and

shall have no stock and shall declare no dividends. No pecuniary profits shall be paid to or realized by the members thereof nor by any other private individual. All of its earnings shall be used to further the purposes of this corporation as hereinabove set forth. This corporation shall be operated at all times to qualify for tax exempt treatment under Section 501 (c) (2) of the United States Internal Revenue Code.

ARTICLE XI

The WESTERN TREASURE VALLEY FITNESS CENTER, INC., does hereby appoint CHRISTY BARTOLOME, of 911 Second Avenue South, Payette, Idaho who has been a bona fide resident of the State of Idaho for more than three (3) years last past, its lawful agent in and for the State of Idaho, for and on behalf of the said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said corporation in any of the Courts of the said State of Idaho, such services of process or notice or the acceptance thereof by the agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation.

ARTICLE XII

The first board of directors shall be composed of:
MIKE CAMPBELL, 2072 Center Avenue, Payette Idaho 83661
CHRISTY BARTOLOME, 911 Second Avenue South, Payette, Idaho 83661
MARK HELEKER, 220 North 9th Street, Payette, Idaho 83661

IN WITNESS WHEREOF, the incorporators have hereunto
signed these Articles of Incorporation this ____ day of December,
1998.

Mike Campbell
MIKE CAMPBELL

Christy Bartolome
CHRISTY BARTOLOME

Mark L. Heleker
MARK HELEKER

STATE OF IDAHO)
: ss.
COUNTY OF PAYETTE)

Before me, a Notary Public in and for the County of
Payette, State of Idaho, on the 22 day of December, 1998, per-
sonally appeared MIKE CAMPBELL, CHRISTY BARTOLOME and MARK HELEK-
ER, known to me to be the persons whose names are subscribed to
the foregoing Articles of Incorporation, and acknowledged to me
that they executed the same for the purposes and consideration
therein expressed.

Paul S. Bartlett
Notary Public for Idaho
Residing at: Payette
My Comm. Expires 12/25/01