

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
AQUABILITY, INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation.

1. Name. The name of this Corporation is AquAbility, Inc.
2. Nonprofit Corporation. This Corporation is a nonprofit corporation and is not organized for the pecuniary benefit of any of its members, officers or directors. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, officers or directors, except to the extent permitted under the Idaho Nonprofit Corporation Act.
3. Period of Duration. The duration of this Corporation is to be perpetual.
4. Purposes and Powers.
 - 4.1 Purposes. The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, to provide for and enhance the physical, intellectual and emotional well-being of challenged or disabled individuals through the sport of swimming.
 - 4.2 Powers. This Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of an organization set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.
5. Membership. This Corporation shall have members.
6. Registered Office and Registered Agent. The address and post office box of the registered office of this Corporation are 191 Fifth Street West, Suite B-2, Ketchum, Idaho 83340 and Post Office Box 610, Ketchum, Idaho 83340. The name of the initial registered agent of this Corporation at that address is Karen A. Morrison.
7. Directors. The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as

IDAHO SECRETARY OF STATE
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described in the Bylaws. The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to serve as Directors until successors be elected and qualify are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Karen A. Morrison | P. O. Box 610 Ketchum, ID 83340 |
| Eric Newman | P. O. Box 2395 Ketchum, ID 83340 |
| Don Oliphant | 6118 Paseo Delicias Rancho Sante Fe, CA 92067 |

8. Incorporator. The name and address of the incorporator of this Corporation is Thomas C. Praggastis, P. O. Box 6090, 191 Fifth Street West, Ketchum, Idaho 83340.

9. Provisions for Regulation of Corporation's Internal Affairs.

9.1 Meetings of Members and Directors. Meetings of the Members and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

9.2 Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles of Incorporation.

9.3 Compensation of Directors. The Board of Directors shall not receive compensation for their services as directors. A Director may serve the Corporation in any other capacity and may receive compensation therefrom in any form.

9.4 Contracts in Which Directors Have an Interest. The Bylaws of the Corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

9.5 Indemnification of Directors and Officers. The Bylaws of the Corporation shall provide for the circumstances in which Directors and officers of the Corporation may be entitled to indemnification.

10. Prohibited Activities. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

11. Distribution on Dissolution. Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Idaho Nonprofit Corporation Act, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 22nd day of December, 2010.



THOMAS C. PRAGGASTIS

STATE OF IDAHO)
) ss.
County of Blaine)

On this 22 day of December, 2010, before me, a Notary Public in and for said State, personally appeared THOMAS C. PRAGGASTIS, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




NOTARY PUBLIC in and for the State of Idaho,
residing at Hailey, Idaho
Commission expires 6.15.2011