

# State of Idaho

## Department of State

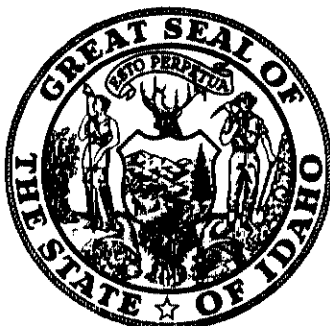
### CERTIFICATE OF INCORPORATION OF

INTERNATIONAL SPORTS HUMANITARIAN HALL OF FAME, 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 INTERNATIONAL SPORTS HUMANITARIAN HALL OF FAME, 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: January 13, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION  
OF

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IDAHO SECRETARY OF STATE

INTERNATIONAL SPORTS HUMANITARIAN HALL OF FAME, INC.

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned acting as incorporators of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby certify as follows:

ARTICLE I.

Name

The name of the corporation is: **INTERNATIONAL SPORTS HUMANITARIAN  
HALL OF FAME, Inc.**

ARTICLE II.

Duration

The period of existence and duration of the corporation shall be perpetual.

ARTICLE III.

Nonprofit

The corporation is a nonprofit corporation.

ARTICLE IV.

Corporate Purposes

The purposes for which this corporation is organized are:

A. To promote the means and opportunities for athletes of international prominence in facilitating their humanitarian efforts; to solicit, collect and through income opportunities, expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes.

B. To promote the activities of the Hall of Fame including the selection of world class athletes who are known to be humanitarians as exemplified by their record of contributions. The promotion of such will result in educating the masses, including the young children, the value of returning back to society in equal proportion to what one receives.

C. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit

Corporation Act.

D. To be duly educational, and charitable in its purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3).

E. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### ARTICLE V.

##### Limitations

Notwithstanding any other provisions of these Articles of the Bylaws:

(1) No part of the net earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) (3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

(3) This corporation shall be duly charitable and educational and its purposes shall be conducted and the corporation shall be operated, supervised and controlled for the specific purposes of promoting humanitarian programs and activities to and for the general public, without regard to race, creed, color, religion, sex or national origin.

(4) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Internal Revenue Code of 1986, as amended.

(5) The corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4841(d) of the Internal Revenue Code of 1986, as amended); retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE VI.

##### Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 12680 Wild Rose Lane, Nampa, Idaho 83686 and the name of its initial registered agent at such address is Myron H. Finkbeiner.

#### ARTICLE VII.

##### Membership

(1) This corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the corporation.

(2) The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

## ARTICLE VIII.

### Board of Directors

(1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) and unlimited maximum individuals, each of whom, at all times, shall be a member of the corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Director in the manner and for the term provided in the Bylaws of the corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Terry Michaelson	9125 Deer Flat Rd., Nampa, ID 83686
Milan K. Kaldenberg	7204 Northview, Boise, ID 83704
Jack C. Kenneville	1 Mesa Drive, Boise, ID 83705
Jerry Thorne	623 12th Ave. Rd., Nampa, ID 83651
Jerry Rudd	1101 So. Owyhee, Boise, ID 83705
Rex Larsen	5717 Becliffe Ct., Boise, ID 83704
Hugh Brady	1001 West State, Boise, ID 83702
Myron Finkbeiner	12680 Wild Rose Lane, Nampa, ID 83686
Larry Eastland	2397 No. Overview Pl., Boise, ID 83702
Bryce L. Peterson	2417 Bank Dr., Boise, ID 83705
Don Simplot	999 Main St., Boise, ID 83702

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being of having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

## ARTICLE IX.

### Officers

The officers of this corporation shall be a President and Chief Executive Officer, a Secretary and a Treasurer, and such subordinate officers as may be elected by the Board of Directors. The President and Chief Executive shall be a member of the Board of Directors.

## ARTICLE X.

### Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

## ARTICLE XI.

### Amendment of Articles and Bylaws

These Articles of Incorporation may be altered, amended or replaced by the members at any regular or special meeting, as provided for in the Bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the Bylaws.

## ARTICLE XII.

### Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purposes of the corporation, to or to such other organization or organizations as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

## ARTICLE XIII.

### Incorporators Names

The names and addresses of the incorporators of the corporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Terry Michaelson	9125 Deer Flat Road, Nampa, Id. 83686
Myron Finkbeiner	12680 Wild Rose Lane, Nampa, Id. 83686

DATED this 12th day of January, 1993.

  
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Terry Michaelson

  
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Myron Finkbeiner