

ARTICLES OF INCORPORATION
OF
COEUR D'ALENE TRI CLUB, INC.

09 DEC 17 AM 8:30

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being over the age of eighteen (18), acting as incorporator of a Corporation under the Idaho Non-Profit Corporation Act hereby adopts, in duplicate, the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

COEUR D'ALENE TRI CLUB, INC.

ARTICLE II

DURATION OF CORPORATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSES

The Corporation is organized exclusively for the purpose of engaging in amateur sport club management for the pleasure, recreation, and education of its members pursuant to 501 (c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In general, the Corporation shall carry on any lawful business whatsoever in connection with the foregoing which is calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the pleasure, recreation, and education of its members.

ARTICLE IV

NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

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intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under section 501(c) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE V

REGISTERED AND PRINCIPAL OFFICE AND ADDRESS

The address of the initial registered and principal office of the Corporation is 2175 N. Main, Coeur d'Alene, ID 83814, and the name of its initial registered agent at such address is Mike Gaertner.

ARTICLE VI

BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws, but the number of first Directors shall be two (2), and they shall serve until the first annual meeting of shareholders or until their successors are elected and qualified; the names and post office addresses of the first Directors are as follows:

<u>Name</u>	<u>Address</u>
Mike Gaertner	2175 N. Main, Coeur d'Alene, ID 83814
Jennifer Gaertner	2175 N. Main, Coeur d'Alene, ID 83814
Isaac C. Mann	2016 N 4th St Coeur d'Alene ID 83814

ARTICLE VII

DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERS

The Corporation will have members who may serve as officers and directors of the Corporation, and who will benefit from the social, educational and recreational purposes of the Corporation. Voting Members.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

Name

Address

Mike Gaertner

2175 N. Main, Coeur d'Alene, ID 83814

Executed in duplicate this 8 day of December 2009.



Mike Gaertner