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**ARTICLES OF INCORPORATION
FOOTBALL ALUMNI TEAM (F.A.T.), INC.**

IDAHO SECRETARY OF STATE
01/30/2002 05:00
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STATE OF IDAHO

We, the undersigned residents of the State of Idaho, being eighteen (18) years
more of age, do hereby associate ourselves together for the purpose of forming a non-profit
corporation under the laws of the State of Idaho.

ARTICLE ONE

NAME

The name of the corporation shall be the "Football Alumni Team" (F.A.T.), Inc.,
and its location and initial registered office shall be 1257 Yellowstone, Pocatello, County of
Bannock, Idaho, 83201. The initial registered agent for service of process shall be Joseph
Haber.

ARTICLE TWO

DURATION

The corporation shall have perpetual existence.

ARTICLE THREE

PURPOSE

A. This corporation is organized as a non-profit corporation, exclusively for
charitable, cultural, educational, scientific, and literary purposes within the meaning of the
Internal Revenue Code, Section 501(c)(3), as the same may be from time to time amended.
The specific and primary purposes for which this corporation is formed are to advance the
cause of education and to establish a mutually beneficial relationship between Idaho State
University of Pocatello, Idaho, and its alumni, friends, supporters, athletic boosters, guests, and
students. It is also being formed to promote and encourage the sport, pleasure, exercise, and
recreation of its members; and to manage and conduct entertainment's, enthusiasm-building
events, excursions, social meetings, fund raising events of its members; and to establish student

athletic scholarship funds, endowments, and sponsorships for student athletes' participation in football and other sports at Idaho State University. In addition, this corporation is being formed to help create interest and support for Idaho State University football, all other Idaho State University athletic programs, local High School athletics, and local Little League athletics and to promote regional athletic and cultural events. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. In conjunction with the above, the corporation is being formed to purchase, lease, hold, sell, develop, erect, build, mortgage, deed in trust, convey, or otherwise acquire and dispose of real and personal property, and to maintain and operate the same for the use and enjoyment of the members of the corporation, subject to such rules, regulations, and restrictions as set forth in the bylaws of this corporation and as determine by action of the Board of Directors; to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or objects heretofore set out or mentioned, either alone or in association with other individuals, corporations, or partnerships, including but not limited to county, state, federal, and municipal bodies and authorities; and, in general, to do and perform such things and acts and transact such business in connection with the foregoing objects not inconsistent with the general laws of this land or the objects and aims of the corporation.

ARTICLE FOUR

NONSTOCK CORPORATION

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall

inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operators, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, educational, and other purposes set out in Article Three above.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is five (5) and the names and address of the persons who are to serve as initial directors are as follows:

Joseph Haber	4962 Independence Ave, Pocatello, ID
Tom Jewell, Jr.	2462 Gooding, Pocatello, ID
John Kalivas	1257 Yellowstone Ave., Pocatello, ID
Mike Calley	479 Canyon Dr., Pocatello, ID
Don Schroeder	1544 Juniper Dr., Pocatello, ID

ARTICLE SIX

BOARD AS OFFICERS

Section 1. Number and Term of Office. The business and property of F.A.T., Inc. shall be managed and controlled by the board consisting of no less than (5) and no more than (7) members. All board members with the exception of one (1) shall be former Idaho State University football players. Length of term shall be indeterminate. Legal counsel and treasurer shall be ex-officio.

Section 2. Removal. Board members shall be removed from office by means of a simple majority vote of the entire board or by written resignation.

Section 3. Vacancies. In the event of a vacancy, new board members shall be nominated by board members and voted on by means of a simple majority vote of the entire existing board.

Section 4. Place of Meeting. The board may hold its meeting, have an office and keep the books at such place or places as the board may determine from time to time.

Section 5. Regular meetings. The board shall meeting quarterly to conduct pertinent business.

Section 6. Special Meetings. Special meetings of the board shall be held at the call of the majority of the directors and include notice to all other board members.

Section 7. Quorum. Day to day business may be conducted and voted on by the simple majority of the present quorum (those board members present) so long as sufficient notice of the meting was delivered to the entire board.

Section 8. Voting. Each board members shall be entitled to one (1) vote.

Section 9. Notice. Notice of any quarterly or special meeting of the Board of Directors shall be given at least two (2) days previously thereto by personal telephone contact or by written notice delivered personally or sent by mail or telegram to each director at his address shown by the records of the corporation. Any director may waive notice of any meeting.

Section 10. Compensation. Directors shall not receive any stated salaries for their services. Expenses of attendance at meetings may be paid for by resolution of the Board of Directors.

Section 11. Duties. The board of directors' duties shall include the planning and implementation of fund-raising and social events through which F.A.T., Inc. members can continue their support of and association with Idaho State University athletics, local athletics, and/or events. In addition, they shall include the collection of dues and assessments from corporation members, acting as custodian of all monies, records, and property of the F.A.T., Inc., and dispersing money upon proper authority; providing notice of all meetings and keeping

permanent records of all meetings and transactions of the corporation and of the board of directors; maintaining a current record of the names and addresses of F.A.T., Inc. members.

Section 12. Officers. There shall be no rank and file of officers. Each board member bears equal responsibility and voting power.

Section 13. Reports. A report of current balances, expenditures, and accounts payable will be presented at each quarterly meeting. In addition, a similar comprehensive report including the results of an external audit will be presented at the annual meeting.

Section 14. Contracts. The Board may authorize any Board member or members to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 15. Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such Board member or members and in such manner as shall from time to time be determined by resolution of the Board.

Section 16. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board may select.

Section 17. Gifts. The Board members may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE SEVEN

MEMBERSHIP REQUIREMENTS

The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the bylaws.

ARTICLE EIGHT

AMENDMENTS

These articles may be amended in the manner provided by Idaho laws at the time of amendment.

ARTICLE NINE

INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

Joseph Haber	4962 Independence Ave, Pocatello, ID
Tom Jewell, Jr.	2462 Gooding, Pocatello, ID
John Kalivas	1257 Yellowstone Ave., Pocatello, ID
Mike Calley	479 Canyon Dr., Pocatello, ID
Don Schroeder	1544 Juniper Dr., Pocatello, ID

ARTICLE TEN

LIMITATION ON MEMBERS' LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE ELEVEN

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, as may be selected by the board of directors of this corporation. In no way shall any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this
30th day of November, 2001.

Tom Jewell Jr.
Donald L Schroeder
John Kalivas
Mike Calley
Joseph Haber

STATE OF IDAHO

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ss:
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County of Bannock

On this 30th day of November, 2001, before me a Notary Public in and for the State, personally appeared Joseph Haber, Tom Jewell, Jr., John Kalivas, Mike Calley, and Don Schroeder, known to me or proved to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Raphe L. Adair
NOTARY PUBLIC FOR IDAHO
Residing in Pocatello
My commission expires: 4/28/2003