

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF INCORPORATION OF**

**LAKE CITY HIGH SCHOOL BOOSTER CLUB, INC.**

**File number C 118547**

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 LAKE CITY HIGH SCHOOL BOOSTER CLUB, 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: March 6, 1997



*Pete T. Cenarrusa*  
**SECRETARY OF STATE**

By *L. D. [Signature]*

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INC NONP 18 30.00 30.00  
CK #: 36023 CUST# 3544  
70179 2  
DATE 03/06/1997  
IDHO SECRETARY OF STATE

FILED 03/06/97  
03/06/97  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

OF

### LAKE CITY HIGH SCHOOL BOOSTER CLUB, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

#### ARTICLE I NAME

The name of the Corporation is LAKE CITY HIGH SCHOOL BOOSTER CLUB, INC.

#### ARTICLE II NONPROFIT STATUS

The Corporation is a nonprofit corporation.

#### ARTICLE III PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

#### ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Coeur d'Alene, County of Kootenai, State of Idaho. The address of the initial registered office is 6106 Ramsey Road, Coeur d'Alene, Idaho, 83814, and the name of the initial registered agent at this address is Gayne Clifford.

#### ARTICLE V PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. The principal purpose for which the corporation is being formed is to build better citizens through high school athletics and extra-curricular activities.

B. Religious, charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. 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.

D. Notwithstanding that this Corporation shall be authorized to and shall assess reasonable charges for any services rendered by it or for any product sold by it or for materials or publications furnished by it, all funds received by this Corporation for its services, materials, publications or otherwise in excess of the cost of any of its operations shall be used for the accomplishment of its objects and purposes.

E. The Corporation shall be permitted to transfer assets owned by it to other organizations exempt from tax under Section 501(c)(3) of the Code for use in their exempt activities.

#### **ARTICLE VI LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 V. 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 intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII PRIVATE FOUNDATION PROHIBITIONS**

During any period that the Corporation is a private foundation, as that term is defined in Section 509 of the Code, the Corporations's powers shall be restricted specifically as follows:

- (a) The Corporation shall be without power to engage in any act of self-dealing as that term is defined in Section 4941 of the Code.
- (b) The Corporation shall be without power to retain any excess business holdings as that term is defined in Section 4943 of the Code.
- (c) The Corporation shall be without power to make any investment in any manner that would subject it to tax under Section 4944 of the Code.
- (d) The Corporation shall be without power to make any taxable expenditure as that term is defined in Section 4945 of the Code.

Notwithstanding the restrictions imposed in Article VII hereof, if Section 508(e) of the Code is amended to remove the requirement that any or all of such restrictions be included in the governing instrument of the Corporation, then those foregoing restrictions that are no longer required shall be deemed deleted and shall have no further force or effect.

## **ARTICLE VIII MEMBERSHIP**

A. Qualification, Admission and Exclusion. Individuals shall be admitted to and shall be subject to involuntary termination from being a Director by the concurring vote of two-thirds of the Board of Directors

## **ARTICLE IX BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than six (6) nor more than eleven (11) 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 Board of Directors of LAKE CITY HIGH SCHOOL BOOSTER CLUB, INC., in the manner and for the term provided in the Bylaws for the Corporation.

The Board of Directors may appoint officers to assist the Board in the conduct of the Corporation's affairs, including but not limited to an executive director, a president, one or more vice presidents, secretary, and treasurer. A person may hold more than one position concurrently, except that the positions of president and secretary may not be held concurrently by the same person.

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

<u>NAME</u>	<u>ADDRESS</u>
Jerry Anderson	3125 Evergreen Drive Coeur d'Alene, Idaho 83814
John Barlow	3404 FernanHill Road Coeur d'Alene, Idaho 83814
Jennifer Johnson	3514 North Fruitland Lane Coeur d'Alene, Idaho 83814
Bruce Schuh	3847 Player Drive Coeur d'Alene, Idaho 83814
Jim Scharnhorst	409 Vista Drive Coeur d'Alene, Idaho 83814
Dennis Tolzmann	3668 Evergreen Coeur d'Alene, Idaho 83814
Rod Colwell	2070 Hogan Coeur d'Alene, Idaho 83814

#### **ARTICLE X LIABILITY OF DIRECTORS**

The personal liability of any Director of the Corporation to the Corporation for monetary damages for breach of fiduciary duties as a Director is hereby eliminated to the fullest extent allowed by the Idaho Nonprofit Corporation Act, as it may be amended from time to time.

#### **ARTICLE XI INDEMNIFICATION BY CORPORATION**

The Corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an officer, director, employee, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

#### **ARTICLE XII NO STOCK**

The Corporation shall have no stock of any kind.

**ARTICLE XIII  
DISTRIBUTION ON 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 the assets of the Corporation consistent with the purposes of the Corporation {to such organization or organizations as such 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 XIV  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

**ARTICLE XV  
INCORPORATOR**

The name and street address of the incorporator is Rod Colwell.

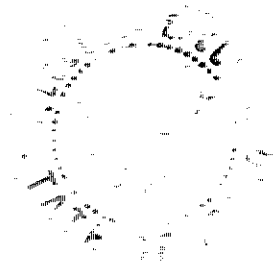
DATED this 3<sup>rd</sup> day of March, 1997.

  
\_\_\_\_\_  
ROD COLWELL

STATE OF IDAHO )  
 ) ss.  
County of Kootenai )

THIS IS TO CERTIFY that before me the undersigned Notary Public in and for the State of Idaho, personally appeared , known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he signed the same for the uses and purposes therein set forth.

DATED this 3<sup>rd</sup> day of March, 1997.



M. Collin English  
Notary Public in and for the  
State of Idaho  
Residing at: Post Falls  
Comm. Exp.: 12/18/01