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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
ROTARY VETERANS MEMORIAL PAVILION, 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 ("Articles").

***Article I
Name of the Corporation***

The name of the Corporation is Rotary Veterans Memorial Pavilion, Inc.

***Article II
Status***

The Corporation is a nonprofit corporation.

***Article III
Period of Duration***

The period of duration of the Corporation is perpetual.

***Article IV
Registered Office and Agent***

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 1464 Alpowa Street, Moscow, Idaho, 83843, and the name of the initial registered agent at the address is Ruby Stroschein.

***Article V
Purposes***

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

- A. Teaching ice-skating, figure skating, and ice hockey to the youth, facilitating activities associated therewith, organizing competitions in youth figure skating and ice hockey, and developing youth skaters for national and international competition.
- B. Educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- C. To promote the education and recognition of the sacrifices made by the men and women of our country (Veterans) who have served honorably on active duty in peacetime and wartime service.

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- D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 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 members, 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 for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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, as amended from time to time.

Article VII ***Members***

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

Article VIII ***Board of Directors***

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members (or existing Directors) of the Corporation 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:

Name

Address

Ruby Stroschein
Richard Levengood
Michael Hanson

1464 Alpowa Street, Moscow, ID 83843
529 N. Hayes St., Moscow, ID 83843
1005 E. 6th Street, Moscow, ID 83843

Article IX
Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X
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 shall at that time qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code, 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.


Article XI
Incorporator

The name and street address of the incorporator is Stephen R. Bush, 384 Meadowlark Lane, Moscow, ID 83843.

Article XII
Bylaws

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

DATED this 24th day of August, 2006.



Stephen R. Bush
President