

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### ST. MARIES AMERICAN LEGION BASEBALL, INC.

was filed in the office of the Secretary of State on the **8th** day of **May** A. D. One Thousand Nine Hundred **seventy-five** and is ~~to be~~ ~~properly~~ recorded on ~~the~~ ~~Public~~ ~~Records~~ ~~of~~ ~~the~~ ~~State~~ ~~of~~ ~~Idaho~~ Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **St. Maries, Idaho** in the County of **Benevah** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **May**, A.D., 1975

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
ST. MARIES AMERICAN LEGION BASEBALL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full age citizens of the United States have this day voluntarily associated ourselves together for the purpose of forming a non-profit, social, benevolent and charitable corporation under the laws of the State of Idaho, in compliance with Chapter 11, Title 30, Idaho Code, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be "ST. MARIES AMERICAN LEGION BASEBALL, INC."

ARTICLE II

Location

The location and post office address of the registered office of this corporation in Idaho shall be St. Maries, Idaho.

ARTICLE III

Non-Profit Corporation

This corporation is organized not for profit and this corporation shall not afford pecuniary gain, incidentally or otherwise to its members, officers or directors and no part of the corporation's net earnings shall ensue to the benefit of any member or director.

ARTICLE IV

Purposes

The purposes and objects for which this corporation is formed are:

(1) To do all and every legal act and thing of whatever nature to promote and conduct the American Legion Baseball program with the

membership area of St. Maries Post No. 25 of the American Legion, Inc. and in accordance with the rules and regulations established by the National Headquarters of the American Legion and the Department of Idaho of the American Legion. Without limitation on the foregoing, to provide equipment and uniforms, to maintain baseball fields, club houses, and other facilities, necessary to conduct the American Legion Baseball program, to best promote the common good and general welfare of boys and the communities they reside and participate both within and without the State of Idaho.

(2) To provide a means of teaching boys leadership, character training, and civic consciousness acquired through the constructive training, behaviour guidance, discipline and competitive spirit, acquired by a boy who participates in American Legion Baseball.

(3) To receive donations, gifts and contributions from any person, firm or corporation or other source to carry out the purposes of the corporation, and to create and maintain funds for such purposes.

(4) To promote and conduct district, state, regional and national American Legion Baseball tournaments.

(5) To issue by publication or otherwise, baseball programs, items of interest, notices, manuscripts, circulars and other writings, and sell advertising in the same, for the benefit of its members, affiliated clubs and all boys taking part in its program.

(6) To acquire, hold, own, use and dispose of, in any legal manner, all real and personal property whatsoever, as may be reasonably necessary for the purpose of carrying into effect any one or more of the objects herein mentioned, and to mortgage, hypothecate, pledge, sell and otherwise dispose of said property, to borrow money and to do all acts, and to make, execute and deliver all necessary instruments for the carrying on of the said purposes; to enter into contracts, to borrow money, lend money and to evidence the indebtedness of the corporation by notes, bonds or other instruments and to secure the same by pledge, mortgage, trust deed or other instruments as to the corporation may seem proper.

(7) To acquire, own, use and dispose of such real and personal property, and to conduct its affairs and activities either within or without the State of Idaho, as shall be in the best interests of its members.

(8) To operate or lease food and beverage concessions before, during and after all American Legion Baseball games.

(9) To sponsor, promote, engage in and conduct entertainments, amusements, shows, projects and diversions to provide capital and to defray the costs and expenses of the corporation and its undertakings.

(10) To do any and all things convenient and incidental to the purposes herein expressed, and generally to have and to exercise all such powers as are by law conferred on corporations of like character through this corporation or by and through, principals, agents, attorneys, trustees, lessors, lessees or otherwise, either alone or in connection with others.

#### ARTICLE V.

That the duration of this corporation shall be unlimited and

perpetual.

ARTICLE VI.

Seal

This corporation shall have no seal.

ARTICLE VII.

Capital Stock

The corporation shall have no authority to issue capital stock.

ARTICLE VIII.

The names and post office addresses of the incorporators of this corporation are:

Robert Stevenson, 1027 College Avenue, St. Maries, Idaho 83861  
Ray B. Nelson, 224 - 6th Street, St. Maries, Idaho 83861  
Mary Waide, 1151 Mutch Creek, St. Maries, Idaho 83861  
Jerry Waide, 1151 Mutch Creek, St. Maries, Idaho 83861  
Larry L. Linnemeyer, 428 - 9th Street, St. Maries, Idaho 83861  
Raleigh A. Hughes, Jr., Route 4, St. Maries, Idaho 83861  
C. C. Beck, Sr., 209 - 14th Street, St. Maries, Idaho 83861

ARTICLE IX.

The number of directors of this corporation shall be not less than seven (7) nor more than one hundred (100); and their number, term of office, and manner of elections, time and place of meetings, and powers of directors, and their duties, shall be such as are prescribed by the by-laws of this corporation.

The names and addresses of the First Board of Directors, who shall hold office from the date of incorporation until the first annual meeting, at which time their successors shall be elected, are:

Robert Stevenson, 1027 College Avenue, St. Maries, Idaho 83861  
Ray B. Nelson, 224 - 6th Street, St. Maries, Idaho 83861  
Mary Waide, 1151 Mutch Creek, St. Maries, Idaho 83861  
Jerry Waide, 1151 Mutch Creek, St. Maries, Idaho 83861

Larry L. Linnemeyer, 428 - 9th Street, St. Maries, Idaho 83861  
Raleigh A. Hughes, Jr., Route 4, St. Maries, Idaho 83861  
C. C. Beck, Sr., 209 - 14th Street, St. Maries, Idaho 83861

ARTICLE X.

Membership

Members shall be selected on a non-partisan and non-sectarian basis. All other conditions of membership shall be determined by the by-laws of the corporation; however, the rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other member.

ARTICLE XI.

Incorporators' Meeting

The said incorporators held a meeting at 722 Main Avenue, St. Maries, Idaho, on the 5th day of May, 1975, at 7:30 P.M.; that a notice of said meeting was published as required by law in the St. Maries Gazette Record, on April 17, 1975, April 24, 1975 and on May 1, 1975; and that a notice of the same was posted at the office of Thomas C. Morris, Attorney at Law, 722 Main Avenue, St. Maries, Idaho, for the same length of time; that proof by certificate of such publishing and posting is hereto attached as Exhibits "A" and "B"; that at such meeting the directors, enumerated in Article VIII

herein, were elected to serve until the next annual meeting; all of the incorporators and a majority of the members were present at said meeting and voted and the election was unanimous; that the verification of such facts by the presiding officers is attached hereto and made a part hereof as Exhibit "C".

#### ARTICLE XII.

##### By-Laws

The by-laws of this corporation were adopted at the incorporators' meeting by the unanimous vote of all those present, and thereafter may be amended by a two-thirds (2/3) vote of all members present at any meeting of the club, providing a two weeks' written notice of the proposed amendment shall have been given the membership prior to the meeting.

#### ARTICLE XIII.

##### Dissolution

Upon termination or dissolution of this corporation for any reason whatsoever, or by action of the State of Idaho, then, in that event, all then existing assets of this corporation shall be distributed to St. Maries Post No. 25, American Legion Incorporated, a non-profit corporation formed under the laws of the State of Idaho, to be used for the purposes of promoting the welfare of boys through youth baseball programs in the area generally known as the St. Maries Valley.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 5th day of May, 1975.

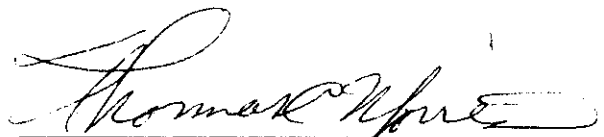
Robert J. Thurman  
Ray B. Nelson  
Mary J. Waide  
James L. Waide  
Harry J. Thompson  
Laurel A. Hughes Jr  
C. C. Beck

STATE OF IDAHO       )  
                          )   ss  
County of Benewah    )

On this 5th day of May, 1975, before me the undersigned  
Notary Public, personally appeared Robert Stevenson,  
Ray B. Nelson, Mary Waide,  
Jerry Waide, Larry L. Linnemeyer,  
Raleigh A. Hughes, Jr., C. C. Beck, Sr.,

known to me to be the persons whose names are subscribed to the  
within and foregoing Articles of Incorporation and acknowledged to  
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal.



Notary Public in and for Idaho  
Residing at St. Maries, Idaho  
Commission Expires: 6/15/75

Affidavit of Publication

STATE OF IDAHO  
County of Benewah, ss.

JoJane Hammes, being first duly sworn on oath, deposes and says that she is co-publisher and business manager of the St. Maries Gazette Record, a weekly newspaper printed and published at St. Maries, Benewah County, State of Idaho; the St. Maries Gazette Record is a newspaper having general circulation in Benewah county, State of Idaho, and has been continuously and uninterruptedly published in Benewah County, State of Idaho, during a period of more than seventy-eight consecutive weeks prior to the first publication of the notice of advertisement hereon.

That the notice, of which the one hereto attached is a true copy, was published in said newspaper for a period of three issues, the first publication being on the 17th day of April, 1975 and the last on the 1st day of May, 1975.

That said newspaper was regularly distributed to its subscribers during the time of the same period; that said notice was published in the regular and entire issue of said paper.

*JoJane Hammes*

Subscribed and sworn to before me this 2nd day of May, 1975

*Don Lyon*  
Notary Public in and for Benewah County, Idaho  
Residing at St. Maries, Idaho

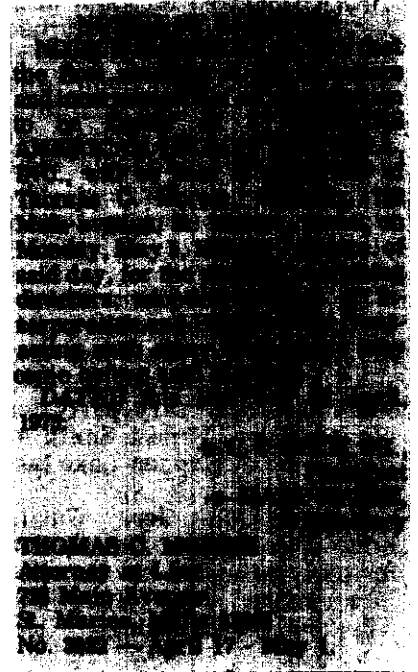


EXHIBIT "A"

STATE OF IDAHO       )  
                              ) ss  
County of Benewah )

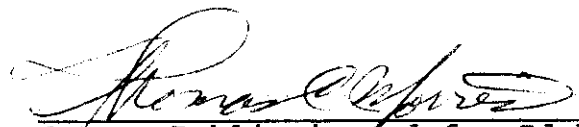
MARY WAIDE, being first duly sworn on oath, deposes and says:

That she is the secretary of the St. Maries American Legion Baseball, Inc.; that the annexed Notice of Election of the St. Maries American Legion Baseball, Inc. was posted in a conspicuous place, to-wit: on the entranceway to the office of Thomas C. Morris, 722 Main Avenue, St. Maries, Idaho, on the 15th day of April, 1975, and remained so posted for more than two full weeks prior to said meeting.

DATED this 5th day of May, 1975

  
MARY WAIDE

SUBSCRIBED and SWORN to before me this 5th day of May, 1975

  
Notary Public in and for Idaho  
Residing at St. Maries, Idaho  
Commission Expires: 6/15/75

STATE OF IDAHO        )  
                              )   ss  
County of Benewah )

C. C. BECK, SR., being first duly sworn on oath, deposes and says:

That he was the presiding officer of the incorporators of the St. Maries American Legion Baseball, Inc., which was held at the office of Thomas C. Morris, 722 Main Avenue, St. Maries, Idaho on the 5th day of May, 1975, at 7:30 P.M.; that a majority of the members of the association and the corporation were present and voted at the election to incorporate as St. Maries American Legion Baseball, Inc., and the following named persons were elected as directors of said corporation to serve until the next annual meeting;

<u>NAME</u>	<u>Address</u>
Robert Stevenson,	1027 College Avenue, St. Maries, Idaho 83861
Ray B. Nelson,	224 - 6th Street, St. Maries, Idaho 83861
Mary Waide,	1151 Mutch Creek, St. Maries, Idaho 83861
Jerry Waide,	1151 Mutch Creek, St. Maries, Idaho 83861
Larry L. Linnemeyer,	428 - 9th Street, St. Maries, Idaho 83861
Raleigh A. Hughes, Jr.,	Route 4, St. Maries, Idaho 83861
C. C. Beck, Sr.,	209 - 14th Street, St. Maries, Idaho 83861

DATED this 5th day of May, 1975

C. C. Beck, Sr.  
C. C. BECK, SR.

SUBSCRIBED and SWORN to before me this 5th day of May, 1975

Thomas C. Morris  
Notary Public in and for Idaho  
Residing at St. Maries, Idaho  
Commission Expires: 6/15/75