

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
McCALL FIGURE SKATING CLUB, INC.

08 NOV 26 PM 12: 29

SECRETARY OF STATE
STATE OF IDAHO

The undersigned corporation ("Corporation") organized under and pursuant to the Idaho Non-profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") with the Idaho Secretary of State with Organizational Identification / Filing Number C143906, adopts the following Amended and Restated Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the corporation shall be McCall Figure Skating Club, Inc.

ARTICLE II. NON-PROFIT STATUS

The Corporation shall be a nonprofit corporation.

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ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV. REGISTERED OFFICE

The location of this Corporation is in the City of McCall, County of Valley, State of Idaho. The address of the current registered office is 200 E. Lake Street, P.O. Box 808, McCall, Idaho, 83638, and may be changed from time to time by the Board of Directors.

ARTICLE V. PURPOSES

The purposes for which this corporation is organized are as follows:

- A. To encourage the instruction, practice, and advancement of the members in the compulsory figures, free skating, pairs skating, dancing, and other disciplines of figure skating;
- B. To promote respect and goodwill amongst skaters, parents, coaches, and staff;
- C. To provide financial assistance to competitive skaters in appropriate cases;
- D. To sponsor, produce, or cooperate in the production of amateur ice shows and competitions;
- E. To carry out the general policies and objections of the United States Figure Skating Association;
- F. To undertake charitable, literary, educational or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3); and
- G. To exercise all powers granted by law necessary and property 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 of profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on

C143906

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 distributed 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, or 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 of 1986, as amended from time to time.

ARTICLE VII. NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE VIII. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and the Bylaws, and are consistent with the management authority that these Articles grant to the Board of Directors of the Corporation. Rights, eligibility and classes of Membership are as provided in the Bylaws.

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 five (5) nor more than nine (9) individuals. The actual number of Directors shall be fixed in accordance with the Corporation's Bylaws. The number, qualification, terms of office, manner of election, powers and duties of such Directors shall be such as may be prescribed by law, by these Articles, by such Bylaws as may from time to time be enforced.

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

<u>Name</u>	<u>Address</u>
Cathy Batchelor	P.O. Box 1609, McCall, Id 83638
Maeve Libby	P.O. Box 368, New Meadows, Id 83654
Riannon Cooley	106 Brookdale Dr. McCall, Id 83638
Jim Crawford	14075 Morell Rd., McCall, Id 83638
Shelly Chamberlain	224 Spink Lane, McCall, Id 83638

ARTICLE X. BYLAWS

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

ARTICLE XI. DISTRIBUTION ON DISSOLUTION

In the event the Corporation is dissolved, all assets of the Corporation will be given to the Manchester Ice & Event Centre/Sabala Foundation, for any use the Manchester Ice & Event Centre/Sabala Foundation chooses in accordance with their bylaws, and without any encumbrances from the McCall Figure Skating Club.

ARTICLE XII. DATE OF ADOPTION

The date of adoption of these Amended and Restated Articles of Incorporation was: October 7, 2008.

ARTICLE XIII. MANNER OF ADOPTION

These Amended and Restated Articles of Incorporation were duly adopted by approval of at least two-thirds of the members present at a meeting of the members on the Tuesday of October 7, 2008, at which at least a quorum of the members was present in person or by proxy. The number of members entitled to vote was twenty five. The number of Members that voted with regard to these Amended and Restated Articles of Incorporation were ten, which exceeds the quorum requirement of 15% of those members entitled to vote. The number of Members that voted for the adoption of these Amended and Restated Articles of Incorporation was ten. The number of members that voted against these Amended and Restated Articles of Incorporation was zero.

DATED this Tuesday day of October 7, 2008.

MCCALL FIGURE SKATING CLUB, INC.

By: Cathy Batchelor
Cathy Batchelor, President

By: Rhiannon Cooley
Rhiannon Cooley, Secretary