

FILED EFFECTIVE

**ARTICLES OF INCORPORATION OF THE
RAZOR'S EDGE BOXING CLUB, INC.**

2006 SEP 18 AM 10:38

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE 1

NAME, STATUS, AND DURATION

1. **NAME.** The name of this organization shall be the **Razor's Edge Boxing Club, Inc.**, hereinafter referred to as the Corporation.
2. **STATUS.** The Corporation shall be a charitable and non-profit organization chartered under Title 30, Chapter 30, Idaho Code Idaho Non-profit Corporation Act.
3. **DURATION.** The Corporation is formed in perpetuity, or until it is dissolved by the corporate members.
4. **CORPORATE OFFICE.** The corporate office will be located at 4445 Nathan Drive, Idaho Falls, Idaho 83404.

ARTICLE 2

1. **PURPOSE.** The purpose of this Corporation shall be to develop and promote recreational and competitive amateur boxing opportunities for all athlete members and supportive participants. This is to be done in accordance with the laws and regulations of the national governing body of amateur boxing and any State of Idaho laws and regulations.
 - (a) And additional purpose of this Corporation is to contribute to the development of the individual integrity, character, physical and mental fitness and personal objectives of its members.

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2. **VACANCY.** In the event that any member of the Board of Directors, other than the president, is unable to serve, the Board of Directors shall appoint a member of the Corporation to serve until the disabled director is able to serve or until his successor is duly named and ratified.
3. **MEETINGS.** The Board of Directors shall meet at the annual meeting in the fall of the year, and at any other time as the Board may deem necessary.

3. **JURISDICTION.**

- (a) The Board of Directors shall manage the Corporation's business and affairs in accordance with this constitution and bylaws.
- (b) The Board of Directors shall establish any and all offices or positions for which an employee of the Corporation receives remuneration.

4. **COMPENSATION.** No member of the Board of Directors shall receive compensation for any services rendered as a Director. The Corporation may make reimbursement for reasonable expenses incurred in the course of a Director's duties. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Two hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. QUORUM. The presence of a majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE 3

REGISTERED AGENT

The original Registered Agent shall be: S. Jorge Mena, 4445 Nathan Drive, Idaho Falls, Idaho 83404

AMENDMENTS

This constitution and its bylaws may be amended at any annual meeting of the Board of Directors by a majority vote.


ARTICLE 4

SAVING CLAUSE

1. FISCAL YEAR. The Corporation shall have a fiscal year for the tax and accounting purposes commencing on the first day of January each year.
2. TAX RETURNS. The Board of Directors shall be responsible for the preparation of returns required of non-profit organizations by local, state or federal laws.
3. FINANCIAL REPORTS. The secretary-treasurer shall present interim and annual financial reports of the Corporation to the Board of Directors and make them public as legally required.
4. BUDGET. The Board of Directors shall be responsible for the preparation of the proposed annual budget.


ARTICLE 5

INITIAL INCORPORATORS AND INITIAL DIRECTORS



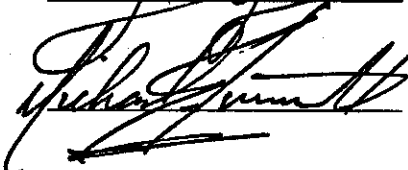
S. Jorge Mena, 4445 Nathan Drive

Idaho Falls, Idaho 83404



Holly Gregson, 728 N. Wabash Ave.

Idaho Falls, ID 83401



Michael Curnutt, 118 W. Locust, St

Shelley, ID 83274

Officers of the Corporation:

S. Jorge Mena, President

Holly Gregson , Vice-president

Michael Curnutt, Secretary-treasurer

ARTICLE 6

MAILING ADDRESS. The mailing address of the Corporation is: 4445 Nathan Drive, Idaho Falls, Idaho 83404.

ARTICLE 7

VOTING MEMBERS. The Corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE 8

DISTRIBUTION OF ASSETS UPON DISSOLUTION OF THE CORPORATION. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.