

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION OF  
MIDDLETON SOCCER CLUB, INC.**

FEB 12 3 27 PM '01

In compliance with the requirements of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, the undersigned, all of whom are residents of the State of Idaho and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

**ARTICLE 1. Name**

The name of the corporation is Middleton Soccer Club, Inc.

IDAHO SECRETARY OF STATE

02/13/2001 09:00  
CK: 4711 CT: 04482 DN: 378559

**ARTICLE 2. Incorporators**

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The names and addresses of the incorporators are as follows:

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Name	Address
Larren Weber	14200 Purple Sage Road Caldwell, Idaho 83607
Kris Palmer	481 N. 4th Avenue West Middleton, Idaho 83644
Mark Kroll	9790 Foothill Road Middleton, Idaho 83644

**ARTICLE 3. Registered Address and Agent**

The address of the initial registered office of the corporation in the State of Idaho is 14200 Purple Sage Road, Caldwell, Idaho 83607, and the name of the initial registered agent of the corporation at such address is Larren Weber.

**ARTICLE 4. Purpose and Powers of the Corporation**

The corporation does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote athletic soccer competition, and for this purpose to:

- (a) establish and maintain one or more teams for the playing of youth soccer;
- (b) organize and regulate events and competitions involving the playing of youth soccer, and promulgate and enforce such rules and regulations as may be required to foster good sportsmanship and proper conduct by players, coaches and spectators at such competitions and events;

(c) conduct its activities in conformance with the United States Soccer Foundation (USSF), the United States Youth Soccer Association (USYSA), and the Idaho Youth Soccer Association (IYSA) constitution, bylaws, general procedures and specific rules;

(d) pay all expenses in connection therewith and all office and other expenses incident to the conduct of the activities of the corporation;

(e) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(f) conduct any other soccer-related programs as the corporation shall determine; and

(e) do all things necessary or convenient to accomplish the purposes for which the corporation is organized, and, to that end, to exercise any and all powers, rights and privileges which a nonprofit corporation organized under the laws of the State of Idaho may now or hereafter have or exercise.

#### **ARTICLE 5. Membership**

The corporation is formed without capital stock or membership certificates. The corporation shall have two classes of membership, voting members and associate members.

Voting members shall be parents or legal guardians of currently registered players on any team sponsored or sanctioned by the corporation, registered head coaches (two per team), and elected directors and officers of the corporation. Each voting member shall have one vote.

Associate members shall be individuals who are not voting members and whose interest and support will be beneficial to the growth and development of the soccer programs of the corporation. Associate members shall not be entitled to vote.

#### **ARTICLE 6. Board of Directors**

The affairs of this corporation shall be managed by a board of not less than three nor more than nine directors, who need not be members of the corporation. The number of directors may be changed by amendment of the bylaws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Larren Weber	14200 Purple Sage Road Caldwell, Idaho 83607
Kris Palmer	481 N. 4th Avenue West Middleton, Idaho 83644

Mark Kroll	9790 Foothill Road Middleton, Idaho 83644
Cheryl Teichert	26563 Kenway Middleton, Idaho 83644
Letty Ames	24876 Sunburst Drive Caldwell, Idaho 83607
Teresa Legg	317 South Hawthorne Middleton, Idaho 83644
Laura Markham	9376 Blue Heron Drive Middleton, Idaho 83644

Directors shall be elected by the voting members at the annual meeting of the corporation and shall serve for a term of one year.

#### **ARTICLE 7. Mergers and Consolidations**

To the extent permitted by law, the corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes cast by the voting members present in person or by proxy at any meeting of the membership called for such purpose or a majority of the voting power, whichever is less.

#### **ARTICLE 8. Dissolution**

All of the assets of the corporation are irrevocably dedicated to the nonprofit purpose of promoting the mutual interests of the owners and residents of the manufactured/mobile home communities located in the State of Idaho. No part of the assets of the corporation shall inure to the benefit of any private person or any officer or director of the corporation. The corporation may be dissolved with the assent of less than two-thirds of the votes cast by the voting members present in person or by proxy at any meeting of the membership called for such purpose or a majority of the voting power, whichever is less. Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the corporation.

#### **ARTICLE 9. Amendments**

Amendment of this certificate shall require the assent of two-thirds of the votes cast by the voting members present in person or by proxy at any meeting of the membership called for such purpose or a majority of the voting power, whichever is less.

## ARTICLE 10. Meetings

In the event that two-thirds of the voting membership are not present in person or by proxy at any meeting called to consider any of the actions governed by Articles 7 through 9, members not present may give their written assent to the action taken at such meeting.

## ARTICLE 11. Duration

Unless dissolved by the members or merged into or consolidated with another nonprofit corporation formed for the same purposes, the corporation shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, have executed these Articles of Incorporation this 5 day of January, 2001.

  
\_\_\_\_\_  
Darren Weber

  
\_\_\_\_\_  
Kris Palmer

  
\_\_\_\_\_  
Mark Kroll