

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**WOOD RIVER JUNIOR GOLF ASSOCIATION, INC.**

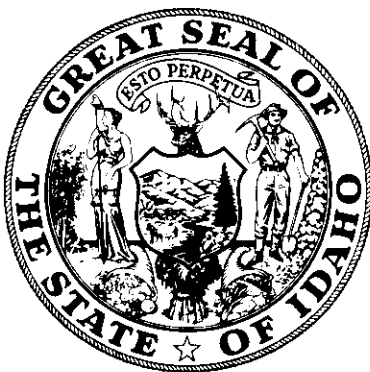
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**WOOD RIVER JUNIOR GOLF ASSOCIATION, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated August 29, 19 86.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
WOOD RIVER JUNIOR GOLF ASSOCIATION, INC.

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The undersigned, acting as the incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is WOOD RIVER JUNIOR GOLF ASSOCIATION, INC. (hereinafter called "Corporation").

ARTICLE II

PRINCIPAL AND REGISTERED AGENT

The location and principal office of the Corporation is Bigwood Golf Course, Highway 75 and Saddle Road, Ketchum, Idaho, and the post office address is Post Office Box 249, Ketchum, Idaho, 83340. The registered agent of the Association is William Casey, whose registered office address is 105 Deer Run Road, Ketchum, Idaho, and whose Post Office address is Post Office Box 538, Sun Valley, Idaho.

ARTICLE III

INCORPORATORS

The incorporator and his address is as follows:

Lee F. Bernhard

Post Office Box 754  
Ketchum, Idaho 83340

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

a. The corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and its assets are dedicated to these purposes. Its specific and primary purpose shall be to conduct clinics, workshops and lessons for children between the ages of seven and seventeen to instruct and educate them

in the sport of golf. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

b. The general purpose and power of the corporation is:

1. To raise funds through contributions by the general public for the maintenance of low-cost clinics and golf lessons for children in the Wood River Valley, Idaho between the ages of seven and seventeen and to conduct clinics, workshops and golf lessons for those children.

2. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

#### ARTICLE V

#### MEMBERSHIP

The corporation shall have one class of members composed of those persons appointed by the Board of Directors which members shall elect the Board of Directors and be eligible to serve as a director.

#### ARTICLE VI

#### BOARD OF DIRECTORS

The affairs of the Corporation shall initially be managed by a board of nine (9) directors. The number of directors may be changed by amendment of the Corporation.

The initial directors of the Corporation and their addresses are as follows:

Lee F. Bernhard	Post Office Box 754 Ketchum, Idaho 83340
Jan Bernhard	Post Office Box 754 Ketchum, Idaho 83340
William Casey	Post Office Box 538 Sun Valley, Idaho 83353
Joan Conger	Post Office Box 62 Sun Valley, Idaho 83353
Andrew Difani	Post Office Box 3417 Ketchum, Idaho 83340
Dates Fryberger	Post Office Box 564 Sun Valley, Idaho 83353
Robert Lutz	Post Office Box 2166 Ketchum, Idaho 83340
Mary May Potter	Post Office Box 2155 Ketchum, Idaho 83340
Jeff Sturey	Post Office Box 6066 Sun Valley, Idaho 83353

#### ARTICLE VII

The Corporation shall exist perpetually.

#### ARTICLE VIII

#### DISSOLUTION

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or a corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this

Corporation, has executed these Articles of Incorporation  
this 28 day of Aug, 1986.

Lee F. Bernhard  
Lee F. Bernhard

STATE OF IDAHO )

COUNTY OF Blaine )

ss.

On this 28 day of August, 1986,  
before me, the undersigned, a Notary Public in and for said  
county and state, personally appeared Lee F. Bernhard, known  
to me or identified to me to be the person whose name is  
subscribed to the within instrument, and acknowledged to me  
that he executed the same.

WITNESS my hand and official seal.

David J. Ketchum  
Notary Public, for IDAHO  
Residing at Ketchum

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