



Department of State

**CERTIFICATE OF INCORPORATION
OF**

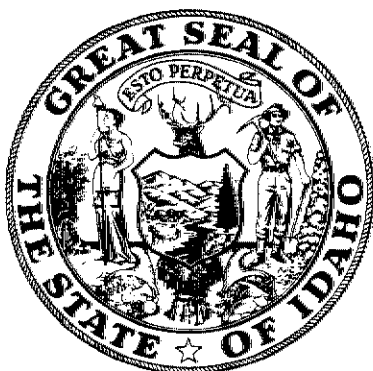
JEROME SOFTBALL ASSOCIATION, INC.

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 JEROME SOFTBALL
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 April 6, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT THE UNDERSIGNED, citizens of the State of Idaho and the United States of America, acting as Incorporators of a Corporation formed under and pursuant to the provisions of the Idaho Non-Profit Corporation Act, Idaho Code Title 30-301 et seq., do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

That the name of said Corporation is, and shall be, JEROME SOFTBALL ASSOCIATION, INC.

ARTICLE II.

That the purposes for which this Corporation is formed, and for which the Corporation shall be conducted and operated, are as follows:

(a) To promote and provide opportunity for competitive play of softball by adult men and women primarily residing within the bounds of the Jerome Recreation District, but extending throughout the geographical region of Magic Valley, Idaho;

(b) To provide for instruction in the improvement of skills for the play of competitive softball, together with instruction of officials and other support personnel;

(c) To produce said activities to promote the sound, physical condition and good moral character of participants and to promote the ideals of sportsmanship, fair play, and teamwork;

(d) For the transaction of any or all other lawful business necessarily incidental to, or related to, the primary purposes which have been previously stated;

(e) To transact any or all other lawful business for which corporations may be incorporated under the Idaho Non-Profit Corporation Act, Idaho Code 30-301 et seq.

ARTICLE III.

The registered agent, and his address, for the Corporation shall be:

Rex Kiser
408 North Garfield
Jerome, Idaho 83338

ARTICLE IV.

The duration of this Corporation shall be perpetual, until terminated in accordance with these Articles, the By-Laws of the Corporation, or other provisions of law.

ARTICLE V.

This Corporation shall not issue any capital stock. Members of the Corporation shall be admitted upon payment of any required membership fee, and after further compliance by the prospective member with other provisions of membership

as established by the By-Laws of the Corporation. Membership shall be divided into two categories, players and non-players. Definitions of each category shall be made by the By-Laws of the Corporation.

At membership meetings, all members of this Corporation shall have equal voting power, with one (1) vote per member.

This Corporation does not contemplate any activity for pecuniary gain or profit to the members thereof, and is not organized, nor will it be conducted, for the purpose, either directly or indirectly, affixing the price or regulation of the product of any article of commerce.

Membership in the Corporation shall not be assignable, and shall not be terminated or cancelled except in compliance with these Articles of Incorporation, the adopted By-Laws of this Corporation, and the vote of the Board of Directors, if required.

ARTICLE VI.

The government of this Corporation and the management of its affairs shall be vested in a Board of Directors, consisting of not less than six (6) members. The exact number of Directors, their qualifications, term of office, manner of election, and powers and duties, shall be fixed and may be altered from time to time by the By-Laws of the Corporation. The initial Directors of the Corporation shall be the Incorporators who have affixed their signatures to these Articles.

ARTICLE VII.

The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation, who shall serve until the first meeting of members, and which persons shall also serve as the Incorporators of the Corporation, shall be:

| | | |
|----------------|---|---------------------------------------|
| Rex Kiser | - | 408 North Garfield, Jerome, ID 83338 |
| David Peterson | - | 464 Teton Dr., Jerome, ID 83338 |
| Debbie Taylor | - | 746 17th Ave. E., Jerome, ID 83338 |
| Sandra Kiser | - | 408 North Garfield, Jerome, ID 83338 |
| Raelene Capps | - | 420 East 3rd, Jerome, ID 83338 |
| Charles Howell | - | Northwest of Jerome, Jerome, ID 83338 |

ARTICLE VIII.

These Articles of Incorporation may be altered or amended by a two-thirds (2/3) vote of all members of the Corporation present at any regular meeting, or any special meeting called for that purpose, provided that a quorum, as specified by the By-Laws of the Corporation, be present.

ARTICLE IX.

The date and place of the annual meeting of the Corporation shall be fixed by the By-Laws of the Corporation.

ARTICLE X.

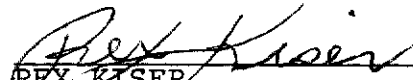
This Corporation is organized exclusively for the purpose of promoting education concerning the sport of soft-

ball and development of softball skills, and the promotion of the health and physical fitness of its members through participation in softball activities.

ARTICLE XI.

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if any, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has been established as an exempt organization within the meaning of Section 501-C.3 of the United States Internal Revenue Code.

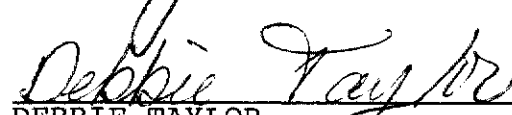
IN WITNESS WHEREOF, the Incorporators have set their hands, this 31st day of March, 1987.



REX KISER



DAVID PETERSON



DEBBIE TAYLOR



SANDRA KISER

Ranae Capps
RABELENE CAPPS
RANAE

Charles M. Howell
CHARLES HOWELL

STATE OF IDAHO)
) ss.
County of Jerome)

On this 31st day of March, 1987, before me,
the undersigned, a Notary Public in and for said County and
State, personally appeared REX KISER, DAVID PETERSON, DEBBIE
TAYLOR, SANDRA KISER, Ranae ~~RABELENE~~ CAPPS and CHARLES HOWELL,
known to me to be the persons whose names are subscribed to
the within and foregoing instrument, and acknowledged to me
that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal, the day and year in this certificate first above
written.

Kathleen L. White
NOTARY PUBLIC for Idaho