



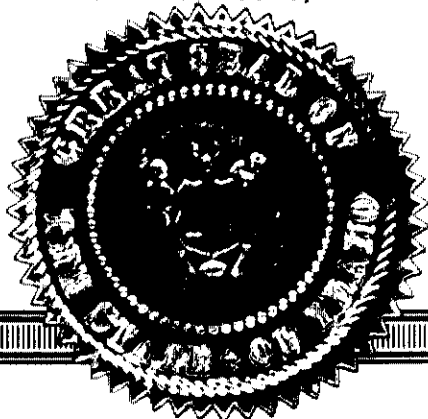
CERTIFICATE OF INCORPORATION
OF

KIMBERLY YOUTH 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 KIMBERLY YOUTH 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: December 3, 1992



Pete T. Cenarrusa

PETE T. CENARRUSA

by *Valerie Taylor*

ARTICLES OF INCORPORATION

OF

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KIMBERLY YOUTH ASSOCIATION, INC.

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(A Nonprofit Corporation)

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are citizens and residents of the United States and over the age of 21 years, do hereby execute and make the following Articles of Incorporation for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3, of the Idaho Code, and we do hereby certify:

ARTICLE 1 NAME

The name of the corporation shall be the KIMBERLY YOUTH ASSOCIATION INC.

ARTICLE 2 PURPOSES

The purpose for which the corporation is organized is for the exclusive purpose of fostering and conducting local, national and international amateur sports competition and to support and develop amateur athletes for such competitions by providing athletic facilities and equipment for such use.

ARTICLE 3 DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE 4 REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at P.O. Box 493, Kimberly, Idaho. The post office address of the registered office of the corporation shall be P.O. Box 493, Kimberly, Idaho 83341. Tina Vander Meer shall be the registered agent at the address set forth above. The physical address of the registered office is 608 Taylor West, Kimberly ID 83341.

ARTICLE 5 POWERS

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Title 30, Chapter 3, of the

Idaho Code and Section 501(c)(3) of the Internal Revenue Code of 1954; as amended. Notwithstanding any other provision 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.

ARTICLE 6 MEMBERSHIP CERTIFICATES

This corporation shall not have capital stock. Each member shall be issued a membership certificate and shall have one vote. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

ARTICLE 7 INCORPORATORS

Following are the names and mailing addresses of the incorporators:

<u>Name of Incorporator</u>	<u>Mailing Address</u>
Jesse A. Harrell	608 Taylor Street Kimberly, ID 83341
Michael P. Moudy	P.O. Box 861 Kimberly, ID 83341
Tina A. Vander Meer	P.O. Box AA Kimberly, ID 83341
Jerry Lawrence	113 Lincoln Street Kimberly, ID 83341

ARTICLE 8 MANAGEMENT

The business of the corporation shall be managed by a board of four directors. A director shall hold office as provided in the by-laws. The incorporators listed in Article 7 above shall serve as directors until the first annual meeting of members or until their successors are elected and qualified.

ARTICLE 9 RESTRICTION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 2 hereof. No substantial part of the activities of the corporation shall be the carrying on or 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 or in opposition to any candidate for public office. 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 federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

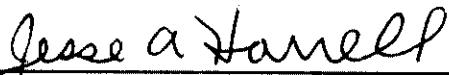
ARTICLE 10 DISSOLUTION

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 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 the District Court 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.

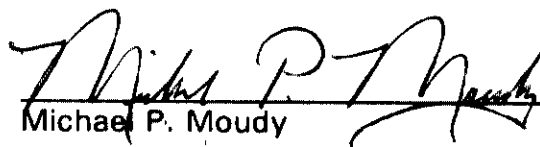
ARTICLE 11 BY-LAWS

The initial By-laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, we have set our hands this 19 day of November 1992.



Jesse A. Harrell



Michael P. Moudy

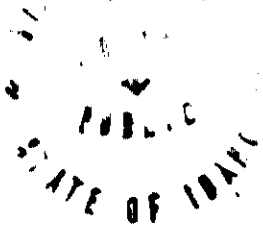
Tina A. Vander Meer
Tina A. Vander Meer

Jerry Lawrence
Jerry Lawrence

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 19 day of November, 1992, before me, a notary public for Idaho, personally appeared Jesse A. Harrell, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



[Signature]
NOTARY PUBLIC FOR IDAHO
Residing at Kimberly
Commission expires 6-5-98

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 19 day of November, 1992, before me, a notary public for Idaho, personally appeared Michael P. Moudy, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.




[Signature]
NOTARY PUBLIC FOR IDAHO
Residing at Kimberly
Commission expires 6-5-98

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 19 day of November, 1992, before me, a notary public for Idaho, personally appeared Tina A. Vander Meer, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.





NOTARY PUBLIC FOR IDAHO
Residing at Kimberly
Commission expires 6-5-98

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 19 day of November, 1992, before me, a notary public for Idaho, personally appeared Jerry Lawrence, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.




NOTARY PUBLIC FOR IDAHO
Residing at Kimberly
Commission expires 6-5-98