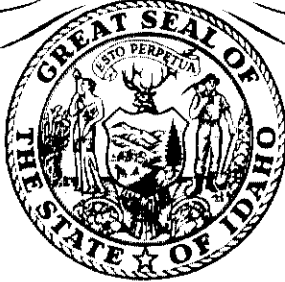


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

**LOUIS E. CLAPP**  
~~1/4/1990 11:11 AM~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### OROFINO YOUTH BASEBALL ASSOCIATION, INC.,

was filed in the office of the Secretary of State on the Seventh day of July A. D. One Thousand Nine Hundred Sixty-six and will be Microfilm xx duly recorded on film No. / of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for perpetual existence from the date hereof, with its registered office in this State located at Orofino in the County of Clearwater, and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 7th day of July, A.D., 19 66.

Secretary of State.

ARTICLES OF INCORPORATION  
OF OROFINO YOUTH BASEBALL ASSOCIATION, INCORPORATED

We, the undersigned, citizens of the United States of America, and of the State of Idaho, and all being over the age of twenty-one years, do hereby associate ourselves together for the purpose of forming a benevolent and nonprofit corporation, under and pursuant to Title 30, Chapter 11, Idaho Code, and do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be OROFINO YOUTH BASEBALL ASSOCIATION, INCORPORATED.

ARTICLE II.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this corporation shall be at the City of Orofino, in the County of Clearwater, State of Idaho.

ARTICLE IV.

The objects and purposes of this corporation are:

A. To promote and encourage a sound recreational program within the community of Orofino, Idaho, and in outlying communities; to promote, encourage, direct and supervise the solicitation and collection of funds for the purposes of this corporation; to organize, conduct and supervise a program of organized baseball for boys between the ages of nine and fourteen years; to organize teams and arrange and schedule competition among such

teams; to hire or appoint managers and coaches for such teams.

B. To purchase, lease or rent facilities for the carrying on of baseball games between these teams. To maintain and improve any such facilities purchased, leased or rented. To purchase, lease or rent equipment for the operation of such teams and leagues consisting of, but not limited to, bases, plates, pitching rubbers, mitts, catcher's masks, chest protectors, shin guards, helmets and uniforms. To sell, rent or lease such equipment. To make rules and regulations to govern and control the play of the said teams and players in their competition. To hire or appoint umpires and officials to enforce such rules and to supervise such play.

C. To receive and take title, from time to time, to property, real, personal or mixed, by gift, purchase or otherwise.

D. To buy, purchase, rent, lease, acquire by deed, gift, or otherwise, to approve, hold and own all kinds of property, real, personal or mixed, and wheresoever situated, and to sell, lease, release, sublet, mortgage, encumber, convey and dispose of the same, with power to improve such real property owned or held by this corporation and direct and operate such buildings thereon as may be deemed necessary, convenient or advisable for carrying on the purposes of this corporation as the board of directors of this corporation may from time to time authorize.

E. To sell, contract to sell, convey, mortgage, lease or encumber, or otherwise dispose of any of the real or personal property owned, possessed or held by this corporation, or any right, title or interest therein, as may be deemed necessary, convenient or advisable, or as authorized by the board of directors of this corporation from time to time, and to enter into and execute all such contracts agreements, bonds, deeds, notes, certificates or other

writings or instruments deemed suitable, necessary or convenient in carrying on the objects of this corporation, or such as the board of directors of this corporation may from time to time authorize.

F. To enter into, make, perform, carry out or cancel and rescind contracts of every kind for any lawful purpose pertaining to the business of the corporation, with any person, persons, entity, syndicate, partnership, association, corporation, or governmental, municipal or public authority, domestic or foreign.

G. To do and perform any and all acts and things necessary, proper or convenient to carry into effect any of the objects and powers aforesaid, and to do any other acts and things which the board of directors of this corporation may, from time to time, authorize, the same not being in conflict herewith.

#### ARTICLE V.

This corporation shall have no shares of stock and shall not be a joint stock company and the terms of admission to membership in said corporation are as follows: membership shall consist of representatives from service clubs, civic clubs, fraternal organizations and church organizations in the areas served, and additional members at large, if desired, who shall be representative of business, educational, religious, fraternal, labor and other civic interests of the community and the area served. Other qualifications for membership shall be a sincere interest in the promotion of recreational and athletic facilities and the general good of the youth and children of the area. All members shall be entitled to one vote at the annual meeting of the corporation.

#### ARTICLE VI.

The business and affairs of this corporation shall be managed by a board of directors consisting of three (3) or more members. The said board of directors shall be elected by the members of the corporation, qualified to vote, at the annual meeting of the corporation. Until the first annual meeting of the corporation, the incorporators who shall act as directors and who shall manage the affairs of the corporation, and their addresses are as follows:

Alice Parsons	Orofino, Idaho
Dorothy Roof	Orofino, Idaho
Mary Enyeart	Orofino, Idaho
John Roof	Orofino, Idaho

#### ARTICLE VII.

Said incorporators held a meeting at the offices of Swayne & McNichols, in Orofino, County of Clearwater, State of Idaho, on the 1st day of July, 1966, at 7:30 o'clock P.M.; that a notice of said meeting was published as required by law in the Clearwater Tribune, a newspaper of general circulation in the City of Orofino, County of Clearwater, State of Idaho, on the 23rd and 30th days of June, 1966; that a notice of the same was posted in three public places for the same length of time; that proof by certificate of such publishing and posting is hereby attached as Exhibit "A" and Exhibit "B"; that at such meeting the following directors were elected to serve until the next annual meeting:

Alice Parsons	Orofino, Idaho
Dorothy Roof	Orofino, Idaho
Mary Enyeart	Orofino, Idaho
John Roof	Orofino, Idaho

That a majority of the incorporators were present and the election held was unanimous; that the verification of such facts by the presiding officer is hereto attached and made a part hereof as Exhibit "C".

ARTICLE VIII.

The regular annual meeting of the corporation shall be held on the first Wednesday of May, at the offices of Swayne & McNichols, in the City of Orofino, County of Clearwater, State of Idaho, or at such other place and at such other time as may be designated by the board of directors.

IN WITNESS WHEREOF, we have hereunto set our hands this first day of July, 1966.

Alice Parsons  
Alice Parsons

Dorothy Roof  
Dorothy Roof

Mary Enyeart  
Mary Enyeart

John Roof  
John Roof

STATE OF IDAHO

County of Clearwater

} ss.

On this 1st day of July, in the year 1966, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Alice Parsons, Dorothy Roof, Mary Enyeart and John Roof, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they have executed the same.

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

Lucile P. Breitenstein  
Notary Public  
In and for the State of Idaho.  
Residing at Orofino, Idaho.

AFFIDAVIT OF POSTING

STATE OF IDAHO

County of Clearwater

} ss.

The undersigned, being first duly sworn, on oath deposes and says:

That the hereto annexed notice of time and place of holding the meeting of the incorporators of Orofino Youth Baseball Association, Incorporated, was posted in three public places on the 17th day of June, 1966, and remained so posted for a full two weeks prior to said meeting.

Dorothy Roof

SUBSCRIBED AND SWORN to before me this 1st day of July, 1966.

Lucile D. Britton  
Notary Public  
In and for the State of Idaho.  
Residing at Orofino, Idaho

AFFIDAVIT OF PRESIDING OFFICER

STATE OF IDAHO

County of Clearwater

} ss.

The undersigned, being first duly sworn, on oath deposes and says:

That she was the presiding officer of the incorporators meeting of the Orofino Youth Baseball Association, Incorporated, which was held July 1, 1966, at the offices of Swayne & McNichols, in the City of Orofino, County of Clearwater, State of Idaho; that a majority of the members of the incorporators were present and voted at the election; that the following named persons were elected as directors of the said corporation: Alice Parsons, Dorothy Roof and Mary Enyeart.

Alice Parsons

SUBSCRIBED AND SWORN to before me this 1st day of July, 1966

Lucia D. Britton  
Notary Public  
In and for the State of Idaho.  
Residing at Orofino, Idaho.

EXHIBIT "C"



# AFFIDAVIT OF PUBLICATION

IO  
Clearwater } ss.

Robert D. Werner

being first duly sworn, on oath, deposes and says:

That I am and at all times herein mentioned have been a citizen of the United States and of the State of Idaho, over 21 years of age, and that I am not a party to nor interested in the above entitled proceeding; that I am and at all times herein mentioned have been the Editor, foreman, of the CLEARWATER TRIBUNE; that said Clearwater Tribune is a newspaper of general circulation, printed and published weekly at Orofino, in the County of Clearwater and State of Idaho; that the Clearwater Tribune has been continuously and uninterruptedly published in Clearwater County, Idaho, during the period of seventy-eight consecutive weeks prior to the first publication of attached copy of

Notice of Incorporation Meeting

Youth Baseball Ass'n

That said Notice

of which the annexed is a full, true and correct printed copy, was published in the regular and entire issue of said newspaper, and not in any supplement thereof, for full period of two consecutive issue commencing on the 23rd day of June, 1966, and ending on the 30th day of June, 1966.

Subscribed and sworn to before me this 1st day of July, 1966.

NOTARY PUBLIC IN AND FOR THE STATE OF IDAHO  
RESIDING AT OROFINO THEREIN

## NOTICE OF INCORPORATORS MEETING

NOTICE IS HEREBY GIVEN that a meeting of the incorporators of the corporation to be known as the OROFINO YOUTH BASEBALL ASSOCIATION, INCORPORATED, will be held on the first day of July, 1966, at 7:30 p.m., at the law offices of Swayne & McNichols, in the Burns Building, City of Orofino, County of Clearwater, State of Idaho, for the purpose of organizing said corporation, electing directors and officers, and transacting such other business as may properly come before such meeting.

Dated this 21st day of June, 1966.

Alice Parsons  
Dorsey Roof  
Mary Enyeart  
John Roof

June 23, 30

EXHIBIT "A"