

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

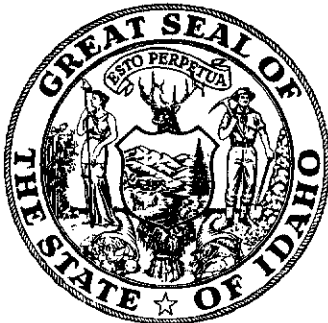
COEUR D'ALENE UMPIRES' ASSOCIATION, INC.

File number C 115213

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 COEUR D'ALENE UMPIRES' 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: June 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ma Sipe*

JUN 3 11 32 AM '96
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
COEUR D'ALENE UMPIRES' ASSOCIATION, INC.**

The undersigned natural persons acting as incorporators of the Coeur d'Alene Umpires' Association, Inc., an Idaho Not For Profit Corporation, do hereby adopt the following Articles of Incorporation.

ARTICLE 1

NAME

The name of the Incorporation is Coeur d'Alene Umpires' Association, Inc.

ARTICLE 2

PERIOD OF DURATION/DISSOLUTION

The period of duration of the Corporation is TWENTY-FIVE (25) years. Provided however, in the event of termination of the period of duration as provided for herein, or any renewal thereof, the Executive Board shall, dissolve and wind up the affairs of the Corporation, whether voluntary or involuntary; provided however that the assets of the Corporation then remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, or paid over in such amounts as the Executive Board may determine or as may be determined by a court of competent jurisdiction, exclusively to charitable municipal or educational organizations otherwise authorized by law to receive remaining assets or funds of a dissolved non profit corporation or Corporation. Any and all remaining assets of the Corporation, upon dissolution, are hereby permanently dedicated to an exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to

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such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3

PURPOSES AND POWERS

Section 3.01. PURPOSES. The purposes for which this Corporation is organized are as follows:

CLAUSE (a). The sole purpose of the organization of this Corporation is to provide for the training of and placement of Umpires and Referees for national and international amateur sports competition in the areas of Baseball, Softball, and Fast Pitch Softball, provided however, that nothing contained herein allows for, and specifically precludes any part of the activities of the Corporation from the provision of athletic facilities or equipment.

CLAUSE (b). In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, and the Internal Revenue Code of the United States of America, it is expressly provided that this Corporation shall also have the following powers:

1. To organize its affairs, solicit funds, and membership fees, for and as a means of carrying out its purposes; provided, however, the Corporation shall not be operated for purposes of making any profits, and all monies received or managed by the Corporation shall be used for the purposes set forth herein, and any carry over of excess monies at the end of each fiscal year shall be specifically apportioned to and for the benefit of the purposes set forth herein and for no others.
2. To borrow money and give security therefore.
3. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm, Corporation, or any government, municipality, or public authority, domestic or foreign.
4. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects

of this Corporation, or which is calculated directly or indirectly to promote the welfare or the interests of the members of this Corporation or enhance the opportunities to participate in training and the provision of services by Referees and Umpires for local, national, and international amateur sports competition in the areas of Baseball, Softball, and Fast Pitch Softball.

5. To do any and all things in this article set forth to the same extent a natural person might or could do.

CLAUSE (c). AUXILIARY PURPOSES. To do everything necessary, proper, advisable, or convenient, for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Internal Revenue Code, Rules, or Regulations promulgated pursuant to that Code, as relate to non profit Corporations, by other law, or by these ARTICLES OF INCORPORATION.

SECTION 3.02. POWERS. The Corporation, subject to any specific written limitations or restrictions imposed by law or by these ARTICLES OF INCORPORATION, shall have and exercise the following powers:

CLAUSE (a). STATUTORY POWERS. To have and exercise all the powers specified and authorized by law for incorporated non-profit Corporations.

CLAUSE (b). To adopt By-laws for the internal governing of the Corporation, when such By-laws are not in conflict with the law or these ARTICLES OF INCORPORATION.

CLAUSE (c). CONSTRUCTION OF POWERS. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature except to the extent such exercise would otherwise disqualify the Corporation from treatment accorded by Section 501(c) of the Internal Revenue Code.

SECTION 3.03. CARRYING OUT OF PURPOSES AND EXERCISE OF POWERS IN ANY JURISDICTION. The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any State, territory, district, or possession of the United States, or foreign country.

SECTION 3.04. DIRECTION OF PURPOSES AND EXERCISE OF POWERS BY EXECUTIVE BOARD. The Executive Board, as provided for in Article 6, subject to any specific written limitations or restrictions imposed by law or by these ARTICLES OF INCORPORATION, shall direct the carrying out of the purposes and exercise of the powers of the Corporation.

SECTION 3.05. LIMITING PROVISION. Nothing contained in this Article shall be construed to authorize the Corporation to engage in any profit making activity.

ARTICLE 4

MEMBERSHIP

SECTION 4.01. MEMBERSHIP QUALIFICATION: The membership of the Corporation shall consist of individuals who are trained or in training to serve as Umpires/Referees for national or international amateur sports competition as provided for herein. All membership shall extend for the duration of the fiscal year unless cancelled by the Board for cause as otherwise provided.

SECTION 4.02. DISCRIMINATION PROHIBITED.

CLAUSE (a). The Corporation is prohibited from discriminating against any person on the basis of race, creed, color, sex, national origin, or religion regarding admission and participation as a member, and such discrimination, whether actual or constructive, is strictly prohibited.

SECTION 4.03. MEMBERSHIP FEES. Membership fees shall be established by the Executive Board. The Executive Board may obtain the assistance of any national or international

organizations in determining fees. All fees shall be paid in order to qualify an individual for membership providing, further, that failure to pay such fees shall preclude a person from membership.

ARTICLE 5

FINANCIAL AFFAIRS OF THE CORPORATION

SECTION 5.01. No part of the Corporation's net earnings may enure to the benefit of any person having a personal or private interest in the activities of the Corporation. Nothing herein, however, shall preclude the payment of reasonable compensation for the performance of a necessary administrative or clerical service which benefits the Corporation, subject to approval thereof by the Executive Board.

SECTION 5.02. BANKING. The treasurer of the Corporation is authorized to establish banking accounts for the Corporation, including but not limited to a checking account. All accounts shall require the signature of the Secretary - Treasurer for any amounts under FIVE HUNDRED DOLLARS (\$500.00), and the President or the Vice President in the President's absence, together with the Secretary or Treasurer, as the case may be, for amounts over FIVE HUNDRED DOLLARS (\$500.00). All debts of the Corporation, including bills or disbursements shall be paid by check.

ARTICLE 6

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

SECTION 6.01 BYLAWS. The initial Bylaws shall be adopted by the Executive Board subject to the approval of the members. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the members, provided however the members may if they so choose delegate such authority to the Executive Board. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law and these ARTICLES OF INCORPORATION.

SECTION 6.02. EXECUTIVE BOARD. The administration and general affairs of the Corporation shall be directed and overseen by an Executive Board which shall consist of the President of the Corporation, the Vice President of the Corporation, the Secretary of the Corporation and the Treasurer of the Corporation (the office

of Secretary and Treasurer may be combined). The Executive Board shall be elected by the members and shall serve terms as shall be determined by the Bylaws of the Corporation, provided however that the Directors as stated in Article 8 shall serve until the first annual election of directors. The number of directors shall not be less than THREE (3) however, the number of directors may be increased by affirmative vote of the membership. The Executive Board shall be elected by the members and shall serve a ONE (1) year term unless otherwise provided for in the Bylaws.

SECTION 6.03. OFFICERS. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer, (secretary and treasurer may be combined).

SECTION 6.04. VACANT OFFICE. Any office vacated during the fiscal year may be filled by a temporary appointment by the majority of a quorum of the Executive Board. Such appointment shall complete the term of the vacated office and thereafter be subject to election.

SECTION 6.05. CONDUCT OF MEETINGS. Regular or special meetings of the Executive Board may be called by the President, or by any one or more of the other officers or by TEN PERCENT (10%) of the members. All meetings shall be conducted in compliance with Robert's Rules of Order Revised, except where such Robert's Rules of Order Revised may be inconsistent with the Articles of Corporation or the Bylaws adopted by the Corporation.

SECTION 6.06. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

SECTION 6.07. REMOVAL OF MEMBERS OF THE EXECUTIVE BOARD. At a special meeting of the members called expressly for that purpose, or a special meeting of the Executive Board called expressly for that purpose, members of the Executive Board may be removed with or without cause, by a vote of 2/3 majority of the members then entitled to vote, or 2/3 majority of the Executive Board.

SECTION 6.08. AMENDMENT OF ARTICLES OF INCORPORATION. The

Corporation and the members thereof reserve the right to amend the ARTICLES OF INCORPORATION in any manner now or hereafter permitted by the Internal Revenue Code, or the laws of the State of Idaho; provided, however, no amendment of these ARTICLES OF INCORPORATION shall be valid without the written consent of affirmative vote of SIXTY-SEVEN PERCENT (67%) of the members affected thereby.

ARTICLE 7

ADDRESS OF INITIAL OFFICE
AND
NAME OF INITIAL AGENT

SECTION 7.01. REGISTERED OFFICE. The address of the initial registered office of the Corporation is:

3512 Pinehill Drive, Coeur d'Alene, Idaho 83814

SECTION 7.02. REGISTERED AGENT. The name of the initial registered agent of the Corporation, and individual in Idaho whose office is at such address is:

James Edinger

ARTICLE 8

DATA RESPECTING EXECUTIVE BOARD

Section 8.01. INITIAL EXECUTIVE BOARD. The initial Executive Board shall consist of THREE (3) members.

Section 8.02. NAMES AND ADDRESSES. The names and addresses of the initial Executive Board are as follows:

<u>NAME</u>	<u>NUMBER, STREET BUILDING</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
James Edinger	3512 Pinehill Drive,	Coeur d'Alene,	Idaho	83814
John Bell	3512 Pinehill Drive,	Coeur d'Alene,	Idaho	83814
David Balbi	3512 Pinehill Drive,	Coeur d'Alene,	Idaho	83814

ARTICLE 9

DATA RESPECTING INCORPORATORS OF A CORPORATION

The names and addresses of the incorporators of the Corporation, natural persons, citizens of the United States is as follows:

<u>NAME</u>	<u>NUMBER, STREET BUILDING</u>	<u>CITY</u>	<u>STATE</u>
James Edinger	3512 Pinehill Drive,	Coeur d'Alene,	Idaho 83814
John Bell	3512 Pinehill Drive,	Coeur d'Alene,	Idaho 83814
David Balbi	3512 Pinehill Drive,	Coeur d'Alene,	Idaho 83814

ARTICLE 10

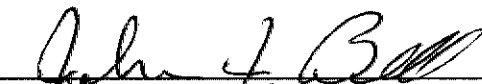
FISCAL YEAR

The fiscal year of the Corporation shall commence January 1, of each year, until December 31 of the same year, unless otherwise required by the Internal Revenue Code, or the laws of the State of Idaho to be modified. In the event such requirement for modification of fiscal year is necessary, the fiscal year shall be that designated by the appropriate governmental authority.

EXECUTED this _____ day of _____, 1996.



JAMES EDINGER



JOHN BELL

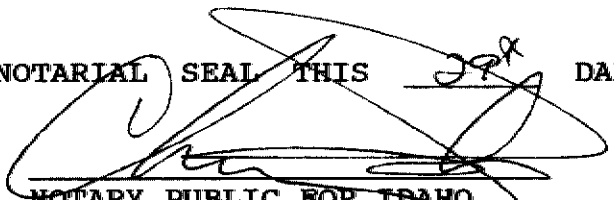


DAVID BALBI

STATE OF IDAHO)
) ss.
County of Kootenai)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, JAMES EDINGER, JOHN BELL and DAVID BALBI, who, being by me first duly sworn, declared that they are the Incorporators of the Corporation referred to in Article 12 of the foregoing Articles of Incorporation, and that they signed these Articles as such and that the statements contained therein are true.

WITNESS MY HAND AND NOTARIAL SEAL THIS 29th DAY OF May, 1996.


NOTARY PUBLIC FOR IDAHO
RESIDING AT: Hot Falls
MY COMMISSION EXPIRES: 2/20/98