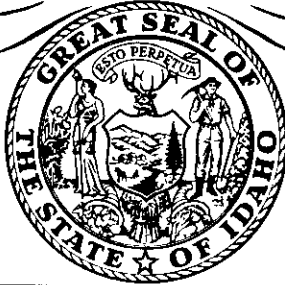


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

IDAHO YOUTH SOCCER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **14th** day of **March** A. D. One Thousand Nine Hundred **Seventy-eight** and **will be** is/ ~~is~~ duly recorded on ~~File No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **14th** day of **March** A.D., 19 **78** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO YOUTH SOCCER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 10, Section 1001. We do hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: Idaho Youth Soccer Association, Inc.

ARTICLE II

Duration

The duration of the life of this corporation shall be perpetual.

ARTICLE III

Nonprofit Corporation

This corporation shall be a nonprofit corporation. It shall have no capital stock, and shall be composed of members rather than shareholders.

ARTICLE IV

Registered Office

The location and post office address of the registered office of this corporation shall be 415 East Curling Road, Boise, Idaho 83702.

ARTICLE V

Affiliation and Colors

This Association shall be affiliated with the United States Youth Soccer Association and the United States Soccer Federation. The Idaho Youth Soccer Association shall abide by the authority of said organizations and shall be represented by the color green and the color white.

ARTICLE VI

Purposes

This corporation shall not carry out any activity which will result in a pecuniary profit to its members. Subject to the foregoing limitation, the object, business or pursuit of this corporation shall be as follows:

(a) To develop, promote and administer soccer competition among youths 19 years of age or younger in the state of Idaho.

(b) To promote and encourage public understanding of the game of soccer.

(c) To procure, produce, issue, distribute or otherwise handle informative bulletins, pamphlets, films, slides, or any other communicative media designed to promote, train, educate and stimulate interest in the game of soccer.

(d) To receive gifts and grants of money and property of every kind and to administer the same for the purposes designated above.

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

ARTICLE VII

Membership

Section 1. Classes of Membership. The membership of the corporation shall consist of two classes: Active members and associated members.

Section 2. Membership. The active or associated membership of the corporation shall consist of any number of eligible associations. Active members shall vote, shall pay a fee for membership as shall be determined pursuant to the bylaws of the Idaho Youth Soccer Association and shall enjoy all the privileges of membership provided in the bylaws. Associated members shall be nonvoting and shall not pay a membership fee but shall enjoy the benefits of associated membership as provided by the bylaws.

Section 3. Eligibility. Any partnership, corporation, or other organization of soccer players shall be eligible

for membership so long as such party agrees to abide by the Articles, bylaws, rules and regulations of the Idaho Youth Soccer Association.

Section 4. Transfer of Membership. Memberships shall be nontransferable.

Section 5. Resignation. Any member may withdraw from the corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

ARTICLE VIII

Liquidation Distribution

At the end of the term of the corporation or in the event of dissolution prior to the end of the term, if there shall be any balance of assets and funds of the corporation after the payment or provision for all debts of the corporation and the necessary expenses of liquidation, the Board of Directors in their discretion shall distribute such remaining assets and funds, among organizations which have qualified under Section 501(c)(3) of the United States Internal Revenue Code as tax exempt and have purposes similar to those of this corporation.

ARTICLE IX

Incorporators

The names and mailing addresses of the incorporators are as follows:

Paul Levy, 1209 North 25th St., Boise, Idaho
Fritz Ziegler, 2002 Tendoy Dr., Boise, Idaho
Janet Cutforth, 1433 Shenandoah Dr., Boise, Idaho
Owen Orndorff, 600 Braemere Rd., Boise, Idaho
Joe Munson, 2617 Alamo Rd., Boise, Idaho

The above incorporators hereby jointly subscribe to one membership.

ARTICLE X

Directors

Section 1. There shall be not less than three directors of this corporation, which number shall be determined by its bylaws.

Section 2. Directors shall hold office for a term of two years.

ARTICLE XI

Amendment

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by applicable provisions of law, and all rights, powers, privileges and immunities conferred upon members, directors and officers are subject to this reserved power. All amendment hereto shall be in writing.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 2nd day of March, 1978.

Paul E. Levy

Fritz B. Ziegler

Janet L. Cutforth

Owen H. Orndorff
Joe Munson

STATE OF IDAHO)
) ss.
County of Ada)

On this 2nd day of March, 1978, before me, a Notary Public in and for the State of Idaho, personally appeared Paul E. Levy, Fritz B. Ziegler, Janet L. Cutforth, Owen H. Orndorff, and Joe Munson, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and they were persons over the age of 21 years and citizens of the United States of America.

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

Signa Treut
Notary Public for Idaho
Residence: Boise, Idaho