

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

COEUR D'ALENE MEN'S SOFTBALL ASSOCIATION, INC.

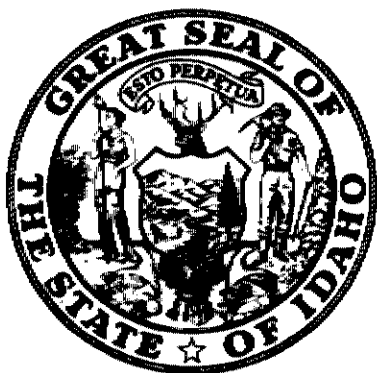
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COEUR D'ALENE MEN'S 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 December 19, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Angie Hobbs
Corporation Clerk

ARTICLES OF INCORPORATION

RECEIVED

COEUR D'ALENE MEN'S SOFTBALL ASSOCIATION, INC.

88 DEC 19 AM 10 35

The undersigned, all being citizens of the United States, desiring to form a non-profit corporation pursuant to the terms of I.C. 30-301 through I.C. 30-332 do hereby certify:

ARTICLE I

The name of this non-profit corporation is:
COEUR D'ALENE MEN'S SOFTBALL ASSOCIATION, INC.

ARTICLE II

This corporation is not formed for profit to any of its members or to itself.

ARTICLE III

The duration of this corporation shall be unlimited and perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to foster, develop, promote, and conduct men's amateur softball within the City of Coeur d'Alene, State of Idaho; to establish rules and regulations governing all member teams; to engage in any activity or enterprise that will be beneficial to its members; to cooperate with the Recreation Department of the City of Coeur d'Alene, Idaho; and to extend the game of softball as a recreational activity.

To that end, the corporation shall have the following powers:

1. To establish funds, for the maintenance and management of all monies or properties both real and personal, tangible or intangible which may be delivered to the corporation, and to manage such funds to the best interest of and for the purposes of the corporation, and in consistence with, insofar as is possible, the purposes for which such monies and/or properties were delivered to the corporation.

2. To receive gifts, donations, grants of money or property directly or in trust, or otherwise, from a foundation, citizen, municipality, state, United States or foreign government, delivered to said corporation for any purpose general or incidental to the purpose for which this corporation is formed.

3. To enter into such contracts and to incur such obligations as are consistent with the objectives and purposes of this corporation; but the private property of the officers, directors, and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

4. To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally

do anything or perform any act which shall be necessary and proper to the best interest of said corporation in accomplishing any of the objectives and purposes herein set forth.

5. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objectives or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust or otherwise any or all of the property of the corporation to secure the payment thereof.

6. To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the corporation, and generally, to sell, exchange, or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.

7. To endorse, guarantee, and secure the payment and satisfaction of loans, bonds, debentures, obligations, and evidences of indebtedness; to guarantee and assure the payment or satisfaction of interest on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm, or association.

8. To engage in any lawful act or activity for which corporations may be organized under general corporation laws of Idaho, where not inconsistent herewith.

ARTICLE V

The membership of this corporation is open to any and all interested persons registered with the Amateur Softball Association (ASA) who are desirous of membership. All memberships shall extend for the duration of the fiscal year unless cancelled by the Board. The administration and general affairs of the corporation shall be directed by an executive board hereafter known as the Board. The Board shall consist of the officers, the immediate past President and individual legal representatives. The officers shall be a President, Vice-President and Secretary-Treasurer. The Secretary-Treasurer will be appointed by the President with Board approval. The President and Vice-President and legal representatives shall be elected from within the governing body as represented by the individual team managers. If any Board member shall miss two consecutive meetings without valid excuse, he may be replaced by the President with Board approval. The officers shall each have one (1) vote; the immediate past President shall have one (1) vote and each team manager or representative shall have one (1) vote at all general meetings. Any office vacated during the fiscal year may be filled by a temporary appointment by the Board. All officers shall serve for a term of one (1) year until their successors have been duly elected. Officers may be removed by a two-thirds (2/3) majority vote of the general membership.

ARTICLE VI

This corporation is not organized for pecuniary profit and shall not issue capital stock; all of the properties and assets of this corporation shall be and are irrevocably dedicated to the purposes for which this corporation is formed and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any member of this corporation or to any private person or individual.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(C)(3) of the Internal Revenue Code.

Upon the winding up and dissolution of this corporation after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under section 501(C)(3) of the Internal Revenue Code.

ARTICLE VII

The street address of the initial registered office is: 3631 Hillcrest Circle, Coeur d'Alene, Idaho 83814, and its initial registered agent at such address is: JIM HEADLEY.

ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are as follows:

BILL EVERSON, 1409 Richmond Drive, Coeur d'Alene, ID 83814
BOB EHRLICH, 101 Best Avenue, Coeur d'Alene, ID 83814
JACK FOSTER, E. 2300-12th, Sp. 40, Post Falls, ID 83854
ED MUEHLE, 1116 Shorewood Court, Coeur d'Alene, ID 83814
JIM HEADLEY, 3631 Hillcrest Circle, Coeur d'Alene, ID 83814
MIKE GARR, 1029 N. 22nd, Coeur d'Alene, ID 83814

ARTICLE IX

The name and street address of each incorporator is as follows:

BILL EVERSON, 1409 Richmond Drive, Coeur d'Alene, ID 83814
BOB EHRLICH, 101 Best Avenue, Coeur d'Alene, ID 83814
JIM HEADLEY, 3631 Hillcrest Circle, Coeur d'Alene, ID 83814

Bill Everson
BILL EVERSON
Bob Ehrlich
BOB EHRLICH
Jim Headley
JIM HEADLEY

STATE OF IDAHO)
 ss
County of Kootenai)

On this 7th day of October, 1988, before me, Ken Everson, Notary Public for Idaho, personally appeared BILL EVERSON, BOB EHRLICH and JIM HEADLEY, known or identified to me to be the persons whose names are subscribed to the within 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 acknowledgment first above writtent.

Ken Everson
NOTARY PUBLIC in and for the
State of Idaho
Residing at: Coeur d'Alene
Commission Expires: 2/9/92