



CERTIFICATE OF INCORPORATION
OF

CALDWELL AMATEUR 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 _____

CALDWELL AMATEUR 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 May 8, 19 81.



SECRETARY OF STATE

Corporation Clerk

GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
DEARBORN BUILDING
9TH AND DEARBORN STS. - P.O. BOX 640
TELEPHONE 208-456-0091
CALDWELL, IDAHO 83605

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ARTICLES OF INCORPORATION
OF

CALDWELL AMATEUR SOFTBALL ASSOCIATION, INC.
(A Non-Profit Corporation)

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be CALDWELL AMATEUR SOFTBALL ASSOCIATION, INC.

ARTICLE II

Non-Profit Corporation

This corporation is a non-profit corporation, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

Purpose

The purpose or purposes for which this corporation is formed is to educate members of the community in lifetime sporting activities, particularly softball; the promotion of pleasure and recreation through sporting and athletic events organized and opened to all members of the community on an equal basis; to aid and encourage members of the community to observe and participate in athletic events for health, recreation, physical fitness, pleasure and enjoyment; and to provide a suitable facility for the playing of athletic events, including the provision of refreshments for participants and observers, within the meaning of Section 501(c)(3) and (4) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) and (4) of the Internal Revenue Code.

ARTICLE V

Initial Registered Office

The street address and mailing address of the initial registered office of this non-profit corporation is 621 Cleveland Boulevard, P. O. Box 760, Caldwell, Idaho 83605, and the name of this non-profit corporation's initial registered agent at such address is Lawrence A. Goolsby.

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ARTICLE VI

Dissolution Provision

In the event of 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) of the Internal Revenue Code.

ARTICLE VII

Board of Directors

A. The business of this corporation shall be managed by a Board of Directors, and the number of Directors constituting the initial Board of Directors shall be seven (7).

B. The number of Directors, their qualifications, term of office, manner of election, time and place, and manner of calling meetings, and the powers and duties of the Directors may be subject to the provisions of the By-Laws of this corporation.

C. Unless otherwise specified by the By-Laws, a Director's term shall be for one (1) year.

D. The names and addresses of the persons who constitute the initial Board of Directors and who are to serve as Directors until the first annual meeting, or until their successors are elected and shall qualify are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|---|
| Tony Gabiola | Route #6, Caldwell, Idaho 83605 |
| Bill Petzoldt | 2615 Meadow Ave., Caldwell, Idaho 83605 |
| Jon Frye | P. O. Box 1360, Caldwell, Idaho 83605 |
| John Favillo | 3915 Brian, Caldwell, Idaho 83605 |
| Bill Cooper | 1805 Cherry, Caldwell, Idaho 83605 |
| Sue Maenaka | 2424 Big Sky, Caldwell, Idaho 83605 |
| Chris Card | 415 Walnut Place, Caldwell, Idaho 83605 |
| Dick Naylor (Alternate) | 121 West Oak, Caldwell, Idaho 83605 |

GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
DRABSONS BUILDING
9TH AND DEARBORN STS. - P.O. Box 640
TELEPHONE 208-459-0091
CALDWELL, IDAHO 83605

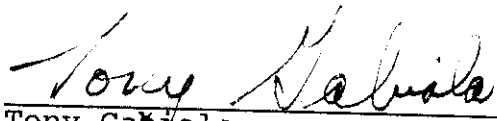
GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
DEARBORN BUILDING
9TH AND DEARBORN STS. - P.O. BOX 840
TELEPHONE 208-459-0091
CALDWELL, IDAHO 83605

ARTICLE VIII
Incorporators

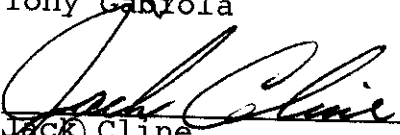
The name and post office address of each incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Tony Gabiola | Route #6, Caldwell, Idaho 83605 |
| Jack Cline | 702 S. 7th Avenue, Caldwell, Idaho 83605 |
| Lawrence A. Goolsby | P. O. Box 760, Caldwell, Idaho 83605 |
| Bill Petzoldt | 2615 Meadow Ave., Caldwell, Idaho 83605 |

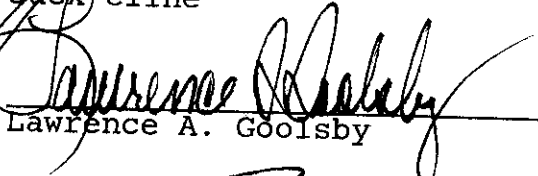
IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 1st day of May, 1981.



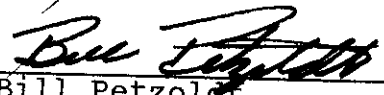
Tony Gabiola



Jack Cline



Lawrence A. Goolsby



Bill Petzoldt

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9TH AND DEARBORN STS. - P.O. Box 640
TELEPHONE 208-459-0091
CALDWELL, IDAHO 83606

1 STATE OF IDAHO)
2) ss.
3 County of Canyon)

4 On this 24th day of March, 1981, before me, the
5 undersigned, a Notary Public in and for said State, personally
6 appeared TONY GABIOLA, known to me to be the person whose name is
7 subscribed to the within instrument, and acknowledged to me that he
8 executed the same.

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

12 Liane Batt
13 Notary Public for Idaho
14 Residing at Caldwell, Idaho
15

16 STATE OF IDAHO)
17) ss.
18 County of Canyon)

19 On this 1st day of May, 1981, before me, the
20 undersigned, a Notary Public in and for said State, personally
21 appeared JACK CLINE, known to me to be the person whose name is
22 subscribed to the within instrument, and acknowledged to me that he
23 executed the same.

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

27 Liane Batt
28 Notary Public for Idaho
29 Residing at Caldwell, Idaho
30

31 STATE OF IDAHO)
32) ss.
33 County of Canyon)

34 On this 1st day of May, 1981, before me, the
35 undersigned, a Notary Public in and for said State, personally
36 appeared LAWRENCE A. GOOLSBY, known to me to be the person whose name
37 is subscribed to the within instrument, and acknowledged to me that he
38 executed the same.

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

42 Liane Batt
43 Notary Public for Idaho
44 Residing at Caldwell, Idaho
45

1 STATE OF IDAHO)
2) ss.
3 County of Canyon)

4 On this 20th day of March, 1981, before me, the
5 undersigned, a Notary Public in and for said State, personally
6 appeared BILL PETZOLDT, known to me to be the person whose name is
7 subscribed to the within instrument, and acknowledged to me that he
8 executed the same.

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

12 Liam Batt
13 Notary Public for Idaho
14 Residing at Caldwell, Idaho
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