



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NOAC, INC.

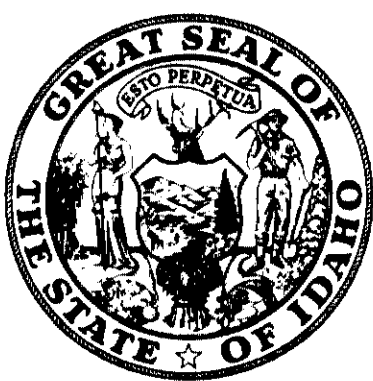
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

NOAC, 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 July 24, _____, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 24 9 40 AM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

NOAC, INC.

ARTICLE I. NAME.

The name of the Corporation is NOAC, INC.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Nampa, County of Canyon, State of Idaho. The address of the initial registered office is 7936 Tommy Lane, Nampa, Idaho, 83686, and the name of the initial registered agent at this address is DENNIS E. GOFF.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To organize, operate and maintain an amateur swimming team. To promote the sport of swimming. To provide the means, equipment, facilities, training and conditioning for the swimming team. To conduct swimming meets and other swimming competitions.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Each family will be entitled to only one membership whether or not they have one or more members on the swim team. Any family may become a member of the corporation upon having a member or members of that family join the swim team and pay the dues as fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than 9 nor more than 11 individuals or husband and wife teams, each of whom, at all times shall be a member of the corporation. The husband and wife team, who are the parents of a member of the swim team, and as such members of the corporation, may both occupy one spot on the Board of Directors. However, the husband and wife team will only be entitled to one vote. For purposes of determining a quorum, the presence of one member of the husband and wife team will be sufficient to determine whether or not a quorum exists. The actual number of directors shall be fixed by the Bylaws of the corporation. Other than the directors constituting the initial Board of Directors who are designated in these Articles, the Directors shall be elected by the members at the annual meeting, or in the event of vacancy, appointed by the existing Directors in the manner provided by the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dennis E. and Cydie Goff	7936 Tommy Lane Nampa, ID 83686
Brian M. and Sheree Shannon	5211 Homedale Road Caldwell, ID 83605
Rick E. and Janice Durflinger	12654 Wildrose Lane Nampa, ID 83686
Michael K. and Karen Moore	443 Owyhee Avenue Nampa, ID 83686
Bill and Judy Trask	3713 Garrity Boulevard Nampa, ID 83687
Eileen McCain	933 Glen Eagle Drive Nampa, ID 83651
Robert A. and Ann M. Fale	2618 Toma Court Nampa, ID 83686

Lawrence E. and Laurel Green	3319 Ginger Lane Nampa, ID 83686
Anthony and Laurel A. Shields	3827 Skyline Drive Nampa, ID 83651
DeLoy and Karrie Jo Paul	1017 Inverness Drive Nampa, ID 83651

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members as set by the Board of Directors. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI. INCORPORATOR.

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

<u>NAME</u>	<u>ADDRESS</u>
Dennis E. Goff	7936 Tommy Lane Nampa, ID 83686
Sheree Shannon	5211 Homedale Road Caldwell, ID 83605

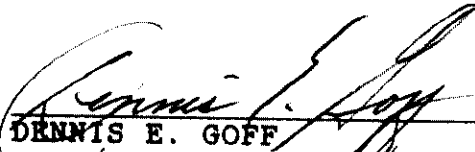
Rick Durflinger

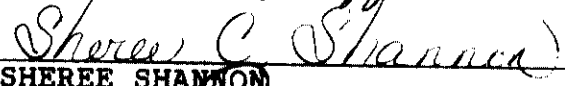
12654 Wildrose Lane
Nampa, ID 83686


ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 30 day of June, 1991.


DENNIS E. GOFF


SHEREE SHANNON


RICK DURFLINGER