

78548



CERTIFICATE OF AMENDMENT
OF

COEUR D'ALENE SOCCER CLUB, INC.

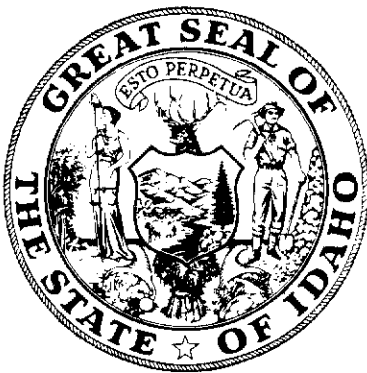
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

COEUR D'ALENE SOCCER CLUB, INC.

duly signed and verified pursuant to the provisions of the Idaho Business 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated June 22, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

AMENDED ARTICLES OF INCORPORATION
OF COEUR D'ALENE SOCCER CLUB, INC.

RECEIVED
SEC. OF STATE

The undersigned natural person(s) acting as incorporator(s) of a Non-profit Corporation, hereinafter referred to as "CORPORATION" under the provisions of Title 30, Idaho Code, known as the Idaho Business Corporation Act, (this Code as amended from time to time is referred to herein as the "CODE"), adopts the following ARTICLES OF INCORPORATION:

ARTICLE I

NAME

The name of the Corporation is COEUR D'ALENE SOCCER CLUB, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

SECTION 3.01. NATURE OF CORPORATION. The Corporation is a Non-profit Corporation organized pursuant to Title 30, Chapter 3, of the Idaho Code.

SECTION 3.02. PURPOSES. The purposes for which this Corporation is organized are as follows:

CLAUSE (a). To promulgate the game of Soccer at all levels, for the benefit of all persons regardless of race, creed, color, national origin, age or sex.

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

1. To borrow money and give security therefore.
2. 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, association, corporation, or any government, municipality, or public authority, domestic or foreign.
3. 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

JUN 16 8 57 AM 1988
SECRETARY OF STATE
STATE OF IDAHO

to promote the welfare of interests of the Corporation and the interest of the promulgation of the game of Soccer.

4. To do any and all things in this article set forth to the same extent a natural person might set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, either alone or in the company with others.

CLAUSE (c). AUXILLARY 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 Code, 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 the Code or by these ARTICLES OF INCORPORATION, shall have and exercise the following powers:

CLAUSE (a). STAUTORY POWERS. To have and exercise all the powers specified in the Code.

CLAUSE (b). GUARANTEES. To make any guaranty respecting stock, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign Corporation, Associations, partnerships, individuals, or other entities.

CLAUSE (c). CONSTRUCTION OF POWERS. Each of the foregoing clauses of this section shall be construed as independant 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 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.

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 puposes and powers are not forbidden by the law of the state, territory, district, or possession of the United States, or by foreign country and it may limit the purposeor 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 DIRECTORS. The board of Directors, subject to any specific written limitations or restrictions imposed by the Code or by these ARTICLES OF INCORPORATION, shall direct the carrying out the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by Members of the Corporation.

SECTION 3.05. LIMITING PROVISION. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE IV

MEMBERSHIP AND GOVERNING BOARD

SECTION 4.01. MEMBERS. The members of the Corporation shall consist of individual Soccer Club within the Coeur d'Alene area, which members may, pursuant to proper adoption by way of Bylaws, be entitled to a Membership Certificate.

SECTION 4.02. ELECTION OF DIRECTORS BY MEMBERS. The Corporation shall be governed by a Board of Directors consisting of not more TWO (2) Directors from each Member Affiliated Soccer Club. The Board of Directors, consisting of not more than TWO (2) Directors from each Affiliated Soccer Club shall elect a Director at Large, who may or may not be associated with one of the Member Clubs.

ARTICLE V

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

SECTION 9.01. BYLAWS. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors and such alteration, amendment, or repeal of Bylaws or adoption of new Bylaws shall be accomplished only by vote of TWO-THIRDS (2/3) of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Code or these ARTICLES OF INCORPORATION.

SECTION 9.02. TRANSACTIONS IN WHICH DIRECTORS HAVE AN INTEREST. Any contract or other transaction between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or Association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference

to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

CLAUSE (a). INSURANCE. The Corporation shall have power to purchase and amaintain 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 another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

SECTION 9.04. REMOVAL OF DIRECTORS. The affiliated Clubs (each of whom has a memebership in the Corporation) may remove individual Directors appointed by the particular Associated or Affiliated Club with or without cause, and said Directors shall be removed from their position upon written notification forwarded to the Corporation by the Affiliated Club. The Director at Large may be removed with or without cause by a vote of TWO-THIRDS (2/3) majority of the Directors entitled to vote.

SECTION 9.05. AMENDMENT OF ARTICLES OF INCORPORATION. The Corporation reserves the right to amend the ARTICLES OF INCORPORATION in any manner now or hereafter permitted by the Code.

ARTICLE VI

ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

SECTION 10.01. REGISTERED OFFICE. The address of the initial registered office of the corporation is:

P.O. Box 1578
Harbor Center, Ste. 200
Coeur d'Alene, ID 83814

SECTION 10.02. REGISTERED AGENT. The name of the registered agent of the Corporation, and individual in Idaho whose business office is at such address is:

KENNETH B. HOWARD, JR.

ARTICLE VII

DATA RESPECTING DIRECTORS

SECTION 11.01. INITIAL BOARD OF DIRECTORS. The initial Board of Directors may consist of five (5) Directors.

SECTION 11.02. NAMES AND ADDRESSES. The names, addresses and titles of officers, directors, trustees, etc. who are to serve until their successors have been elected and qualified, are as follows:

<u>NAME</u>		<u>ADDRESS</u>	
Dave Waibel	President	P.O. Box 5312	
		Coeur d'Alene, ID 83814	
Lynn Morris	Vice-President	"	"
Bonnie Pilcher	Recording Secretary	"	"
Irma Anderl	Corresponding Secretary	"	"
Bob McCall	Treasurer	"	"
John Smith	Head Coach	"	"
Cory Trapp	Head Referee	"	"
Donna Kempton	Equipment Director	"	"
Bette Price	Registrar	"	"

SECTION 11.03. INCREASE OR DECREASE OF DIRECTORS. The number of directors may be increased or decreased from time to time by the withdrawal or addition of additional Affiliated Soccer Associations.

ARTICLE VIII

DATA RESPECTING INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Ken Howard	P.O. Box 1578, CDA, ID, 83814
Donna Runge	2301 Royal Anne Dr., CDA, ID, 83814
D.V. Moyer	305 Sherman, CDA, ID, 83814

ARTICLE IX

WINDING AND DISSOLUTION OF CORPORATION

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has

established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

This organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

All articles are amended with this document.

The Amended Articles of Incorporation were approved and adopted at a meeting of the Board of Directors and Officers on May 23, 1989. A quorum of members were present and a majority voted in favor of the amendment.

EXECUTED this 2nd day of June, 1989.

David M. Walsh - President

Irma Andersl - Secy

RECEIVED
SEC. OF STATE

89 JUN 22 AM 8 55

STATE OF IDAHO)
COUNTY OF Kootenai) SS

I, Robert H. McCall, a notary public, do hereby
certify that on this 19th day of June, 1989,
personally appeared before me David M. Waibel,
who, being by me first duly sworn, declared that he is the
President of the Coeur d'Alene
Soccer Club,
that he signed the foregoing document as President
of the corporation, and that the statements therein contained
are true.

(Notarial Seal)

Robert H. McCall
Notary Public for Idaho
Residing at: Hayden Lake
My Commission Expires: 10-27-92

RECEIVED
SEC. OF STATE

89 JUN 22 AM 8 55

STATE OF IDAHO)
COUNTY OF Kootenai) SS

I, Robert H. McCall, a notary public, do hereby
certify that on this 19th day of June, 1989,
personally appeared before me Irma Anderl,
who, being by me first duly sworn, declared that she is the
Secretary of the Coeur d'Alene
Soccer Club,
that she signed the foregoing document as Secretary
of the corporation, and that the statements therein contained
are true.

(Notarial Seal)

Robert H. McCall
Notary Public for Idaho
Residing at: Hayden Lake
My Commission Expires: 10-27-92