

10 JUN -9 PM 4:27

SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

BOISE CAPITAL SOCCER CLUB, INC.

Pursuant to the Idaho Nonprofit Corporations Act, Chapter 3, Title 30, Idaho Code ("Act"), FC Nova, Inc. an Idaho Nonprofit Corporation formerly known as Boise Capital Soccer Club, Inc. adopts the following Amended and Restated Articles of Incorporation as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is FC Nova, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE**

The address of the registered office of this corporation is 3924 E Lake Hazel Rd., Meridian, ID 83642-7221. The name of the registered agent at such address is Brook Blakeslee.

**ARTICLE V
PURPOSES**

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

- A. To encourage and promote participation in the sport of soccer for young men and women under the age of nineteen (19), and to train such young men and women for collegiate, state, national and international competition. The Corporation shall seek grants, donations and contributions that will aid the Corporation in employing a coach to provide soccer training to Corporation members.

IDAHO SECRETARY OF STATE
06/10/2010 05:00
CK: 401 CT: 280346 DH: 1226018
1 @ 38.00 = 38.00 NON PROF A B

AMENDED AND RESTATED ARTICLES OF INCORPORATION

C96619

- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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.
- D. To teach sportsmanship, technical excellence and tactical awareness to its soccer players through the use of a progressive coaching philosophy, standardized training format and integrated administration.

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 for the 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 provisions 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)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have no capital stock. The Corporation's organization is one of membership. 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. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

There shall be two (2) classes of membership: voting and non-voting.

Voting Class:	Board of Directors
---------------	--------------------

Non-Voting Class:	General Membership
-------------------	--------------------

The Corporation's members delegate total authority and responsibility to the Board of Directors for the operation and management of the Corporation.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than eight (8) nor more than eleven (11) individuals, each of whom shall be members 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 existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors IN 1992 were:

NAME	ADDRESS
Gary L. McLendon	1404 North 7th Street Boise, Idaho 83702
Richard Stanton	5311 Umatilla Avenue Boise, Idaho 83709
Gregory H. Lowry	2375 Millway Boise, Idaho
Eric M. McDermott	2175 Karen Drive Meridian, Idaho 83642
Kenneth E. Hooper	1918 North 10th Boise, Idaho 83702
Chris Taylor	1718 West Sandalwood Meridian, Idaho 83642
Vivian Ammerman- Hooper	1918 North 10th Boise, Idaho 83702
Barbara Cortez	1706 Coolidge Boise, Idaho 83704

ARTICLE IX MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. 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 provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator is JoAnn Butler, 277 N. 6th Street, Suite 200, Boise, Idaho 83702.

ARTICLE XII BYLAWS

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

ARTICLE XIII ADOPTION

The date of the adoption of the amended and restated Articles of Incorporation is June 1, 2010.

The amended and restated Articles of Incorporation consist of matters other than those described in Idaho Code Section 30-3-90 and were, therefore, adopted by the members, as follows:

- a. The number of members entitled to vote was 8.
- b. The number of members that voted for the amended and restated Articles of Incorporation was 8.
- c. The number of members that voted against the amended and restated Articles of Incorporation was 0.

DATED this 9th day of JUNE, 2010.



Brook Blakeslee
Director, FC Nova, Inc.