

ARTICLES OF INCORPORATION

OF

Coeur d' Alene Crush Girls Softball Association, Inc.

97 SEP 26 AM 8:48
CLERK OF STATE
STATE OF IDAHO

I, the undersigned, being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation (hereinafter called the "Association") is Coeur d' Alene Crush Girls Softball Association, Inc., and it is a nonprofit corporation.

ARTICLE II

DURATION

The Association shall exist perpetually.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate the distribution of gains, profits, or dividends to its Members. The specific primary purposes for which it is formed are to provide girls in the Northern Coeur d' Alene Hayden Lake area, between the ages of 10 and 18 the opportunity to play fastpitch softball at the highest level possible.

In furtherance of said purposes, and subject to the approval of Members as required by the Declaration, this Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce Assessments as set forth in the Declaration;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;

(d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Make contracts and incur liabilities, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Association;

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(g) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise;

ARTICLE IV MEMBERS AND MEMBERSHIP

1. Non-stock Corporation. Participation in management and ownership of the Association shall be by membership only. The Association shall issue no stock and shall have no shareholders.

2. Membership. The Members of the corporation shall be those players submitted and approved by the Board of Directors and evidenced by the Directors approval of the respective team roster for that year and a card signifying membership in the corporation. The members shall have no voting rights in the corporation.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be at the offices of Brian Stranger, 6080 Davenport St. Coeur d' Alene, Idaho 83814, and the registered agent at such address shall be Brian Stranger.

ARTICLE VI BOARD OF DIRECTORS; INCORPORATOR

The affairs of this Association shall initially be managed by a Board of three (3) Directors, who shall be Members of the Association, or agents of a corporate Member. The number of Directors may be changed by the amendment of the Bylaws of the Association. The names and addresses of the initial three (3) Directors of the Association until the selection of their successors, are:

<u>Name</u>	<u>Address</u>
Brian Stranger	6080 Davenport St. Coeur d' Alene, Idaho 83814
Kathy Stranger	6080 Davenport St. Coeur d' Alene, Idaho 83814
Troy James	1605 E Miles, Hayden Lake, Idaho 83835

The name and address of the incorporator of this Association is as follows:

<u>Name</u>	<u>Address</u>
Brian Stranger	6080 Davenport St. Coeur d' Alene, Idaho 83814

ARTICLE VII

INDEMNIFICATION

A Director of the Association shall not be Personally liable to the Association for monetary damages arising from any conduct as a Director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director; or

(ii) any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of corporate Directors, then the liability of a Director of this Association shall be eliminated or limited to the fullest extent permitted by such law or laws, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

The Association has the power to indemnify, and to purchase and maintain insurance for, its Directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Association shall indemnify its Directors against all liability, damages, and costs or expenses (including attorneys fees) arising from or in any way connected with service for, employment by, or other affiliation with this Association to the maximum extent and under all circumstances permitted by law.

ARTICLE VIII DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors or person in charge of the liquidation shall distribute the remaining assets to such qualified 501 (C) (3) organizations as the board of directors may select.

ARTICLE IX AMENDMENT OF ARTICLES

These Articles may be amended at any time and in any manner by the vote of sixty-seven percent (67%) of the total voting power of the Association, or by the unanimous consent of the Members; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision; and provided further, that any such amendment shall not be inconsistent with the law.

For the purpose of forming this Association under the laws of the State of Idaho, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation on

July 23 1997, 1997.



CONSENT TO SERVE AS REGISTERED AGENT

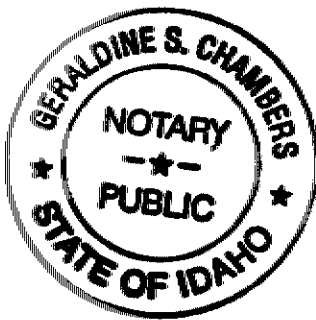
I, Brian Stranger, hereby consent to serve as registered agent in the State of Idaho, for the corporation known as Coeur d' Alene Crush Girls Softball Association, Inc. I understand that as agent for the Association, it will be my responsibility to receive service of process in the name of the Association; to forward all mail to the Association; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Association for which I am agent.

DATED: July 23 1997, 1997.

Brian Stranger

STATE OF IDAHO)
COUNTY OF KOOTENAI) S.S.

On this 23rd day of July, in the year of 1997, before me Geraldine S. Chambers, a notary public, personally appeared Brian Stranger, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.



Geraldine S. Chambers
Notary Public
My Commission Expires on August 11, 2003

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SECRETARY OF STATE
STATE OF IDAHO