

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
UPPER VALLEY GRID KID FOOTBALL, INC.

2006 MAY -8 PM 12:38

The undersigned, acting as the incorporator of a nonprofit corporation (the "*Corporation*") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 5, Title 30, Idaho Code (the "*Act*"), adopts the following Articles of Incorporation (the "*Articles*").

ARTICLE I – NAME OF THE CORPORATION

The name of the *Corporation* is:

UPPER VALLEY GRID KID FOOTBALL, 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 AND AGENT

The address of the *Corporation's* initial registered office is 305 Balsam Circle, Idaho Falls, Idaho, 83401, and the name of the initial registered agent at this address is Gaylene M. Verdoorn.

ARTICLE V – PURPOSES

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

A. To support, encourage and advance the sport of youth football and to teach players sportsmanship, teamwork, discipline, and the fundamentals of football. It is to provide a means for children to play football under organized and supervised conditions with proper equipment and officials while stimulating an interest in organized sports and creating a desire to participate in interscholastic athletics.

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.

ARTICLE VI – LIMITATIONS

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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 – NO MEMBERS

The *Corporation* shall not have any members for purposes of the *Act* and shall in that regard be a nonmember corporation. However, the *Corporation* may have honorary “members” for purposes of soliciting, receiving and recognizing donations and other support, but such “members” shall not have any voting rights or other authority over 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 three. Other than the initial 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 are:

NAME	ADDRESS
Neil B. Lanier	1460 Bower Dr., Idaho Falls, ID 83404
Gary D. Mecham	1539 North 750 East, Shelley, ID 83274
R. Kent Smith	294 12 th St., Idaho Falls, ID 83404
Gaylene M. Verdoorn	305 Balsam Circle, Idaho Falls, ID 83401

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.

ARTICLE XI – INCORPORATOR

The name and street address of the incorporator is Gaylene M. Verdoorn, 305 Balsam Circle, Idaho Falls, Idaho 83401.

ARTICLE XII – BYLAWS

Provisions for the regulation of the internal affairs of the *Corporation* shall be set forth in the Bylaws. The Board of Directors of the *Corporation* shall be authorized to amend the *Corporation's* Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 5th day of May, 2006.



GAYLENE M. VERDOORN, Incorporator

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