

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NORTH IDAHO OFFICIALS ASSOCIATION, 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 NORTH IDAHO OFFICIALS ASSOCIATION, 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: March 4, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hahn

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

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OF

NORTH IDAHO OFFICIALS ASSOCIATION, INC.

The undersigned, being all citizens of the United States and residents of the State of Idaho, and desiring to form a non-profit corporation under and pursuant to the terms of the Idaho Non-profit Corporation Act [Idaho Code 30-301, et seq.], do hereby certify:

ARTICLE I

The name of this corporation shall be NORTH IDAHO OFFICIALS ASSOCIATION, INC.

ARTICLE II

This corporation is not formed for profit to any of its members or to itself.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The purposes for which the corporation is organized is to render service to the member schools of the Idaho High School activities Association through cooperative efforts to school

administrators and local officials associations concerning athletic programs, and to aid officials, coaches and players in acquiring a thorough knowledge of the playing rules in all sports. Further, to promote uniformity in mechanics of officiating; to encourage and assist men and women interested in becoming qualified officials to enter the field; to provide training materials and interpretation meetings; to develop a high professional attitude toward the avocation of officiating that will contribute toward the total value of the interscholastic program; to progressively improve the quality of officiating through constant study and discussion of rules; to cooperate with the appropriate national rules making groups in the advancement of sports; to deal with problems of proper conduct of players, coaches, officials and spectators during games of common interest to the State as a whole, and to enhance by this type of organization the achieving of desired wholesome sportsmanlike attitudes and behavior of all participants in scholastic competitive sports.

To that end, the corporation shall have the following powers:

1. To establish funds for the maintenance and management of all monies or properties both real and personal, tangible or intangible, which may be delivered to the corporation, and to manage such funds to the best interest of and for the purposes of the corporation, and in consistence with, insofar as is possible,

the purposes for which such monies and/or properties were delivered to the corporation.

2. To receive gifts, donations, grants of money or property directly or in trust, or otherwise, from a foundation, citizen, municipality, state, United States or foreign government, delivered to said corporation for any purpose general or incidental to the purpose for which this corporation is formed.

3. To enter into such contracts and to incur such obligations as are consistent with the objectives and purposes of this corporation; but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

4. To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible, and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which shall be necessary and proper to the best interests of said corporation in accomplishing any of the objectives and purposes herein set forth.

5. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation, and to mortgage, pledge, hypothecate or convey in trust or otherwise, any or all of the

property of the corporation to secure the payment thereof.

6. To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the corporation, and generally, to sell, exchange, or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.

7. To endorse, guarantee, and secure the payment and satisfaction of loans, bonds, debentures, obligations, and evidences of indebtedness; to guarantee and assure the payment or satisfaction of interest on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association.

8. To engage in any lawful act or activity for which corporation may be organized under general corporation laws of Idaho, where not inconsistent herewith.

ARTICLE V

The membership of this corporation is open to any and all interested persons who pass the State officiating test and who is approved by the Executive Board. A member must remain in good standing and does so by being in regular attendance of meetings, paying his due, and abiding by the ethical standards of the association. The Executive Board shall consist of seven (7)

members, consisting of the President, the Vice-President, the immediate Past-President, three (3) area Board Members, and one (1) official elected at large. The Executive Board elections shall be held at the annual spring meeting and shall be elected by majority vote of the general membership. Board Members may be removed by a two-thirds (2/3) majority vote of the other Board Members. The Executive Board shall transact all of the business of the organization. The officers of this corporation shall consist of the President, Vice-President and the Executive Secretary-Treasurer. The election of the officers shall be held at the annual spring meeting and be elected from the general membership. Officers may be removed by a two-thirds (2/3) majority vote of the general membership. Any office vacated during the fiscal year may be filled by a temporary appointment by the Board.

ARTICLE VI

This corporation is not organized for pecuniary profit and shall not issue capital stock; all of the properties and assets of this corporation shall be and are irrevocably dedicated to the purposes for which this corporation is formed and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any member of this corporation or to any private person or individual.

Notwithstanding any other provisions of these articles, the

corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code.

Upon the winding up and dissolution of this corporation after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE VII

The street address of the initial registered office is 706 North 3rd, Sandpoint, Idaho 83864, and the registered agent at such address is Doug Olin.

ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are as follows:

<u>Name:</u>	<u>Address:</u>
Doug Olin	706 North 3rd Sandpoint, Idaho 83864
George Emmett	3423 East Fairway Drive Coeur d' Alene, Idaho 83814
Bob Burton	East 3950 Nettleton Gulch Rd. Coeur d' Alene, Idaho 83814

Daniel Malcolm

2901 Fernan Court
Coeur d' Alene, Idaho 83814

Bill Dowling

338 Huron
Sandpoint, Idaho 83864

John Posnick

Post Office Box 1036
Osburn, Idaho 83849

John Scott

4270 Gun Club Road
Sagle, Idaho 83860

ARTICLE IX

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

Name:

Address:

Doug Olin

706 North 3rd
Sandpoint, Idaho 83864

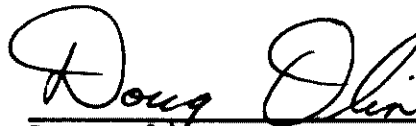
George Emmett

3423 East Fairway Drive
Coeur d' Alene, Idaho 83814

Bob Burton

East 3950 Nettleton Gulch Road
Coeur d' Alene, Idaho 83814

DATED this 14th day of Feb., 1992.



Doug Olin



George Emmett



Bob Burton