

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

THE ROCKY MOUNTAIN SECTION OF THE PROFESSIONAL GOLFERS' ASSOCIATION OF  
AMERICA, 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 THE ROCKY MOUNTAIN  
SECTION OF THE PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA, 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.

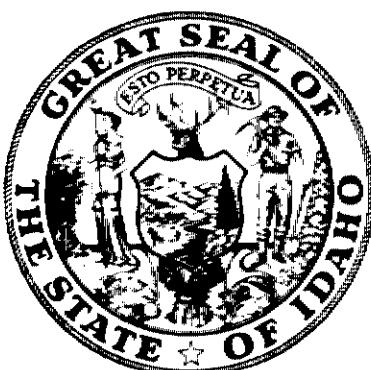
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated

November 20

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*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Donald M. Mathews*  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
THE ROCKY MOUNTAIN SECTION OF THE  
PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA, INC.

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Nov 20 10 47 AM '47  
SECRETARY OF STATE

WHEREAS, we, the undersigned, citizens of the United States are desirous of forming a non-profit corporation for the purposes hereinafter mentioned and in pursuance of the laws of the State of Idaho, we do hereby, for said purposes and pursuits, associate ourselves together and enter into the following agreement of Articles of Incorporation:

ARTICLE I

The name of this corporation is THE ROCKY MOUNTAIN SECTION OF THE PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA, INC.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The objects and purposes which this corporation is formed for are:

A. To operate, to improve and to promote the business and golf in the Rocky Mountain area and elsewhere.

B. To exercise all the powers conferred upon corporations formed under the laws of the State of Idaho in order to accomplish the corporation's purpose to improve and promote the business of golf, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

C. At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

1. The corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (c)(6) of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code"), nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(6) of the Code.

2. The corporation shall never be operated for the purpose of carrying on a trade or business for profit.

3. No compensation, loan or other payment shall be paid or made to any officer, member, or incorporator of this corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons, or inure, be used for, accrue to, or benefit any such person or private individual, nor shall any individual be liable for debts or obligations thereof.

4. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, State of Idaho, or any other jurisdiction where its activities are carried on.

5. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.

D. Upon dissolution, the assets shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

3. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or other purposes for which a corporation may be formed hereunder, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided by law.

4. All other assets shall be distributed in accordance with a plan of distribution adopted as provided by law.

#### ARTICLE IV

All present members in good standing of the unincorporated association known as the Rocky Mountain Section of the Professional Golfers' Association of America shall automatically become members of this corporation. New members, who become residents in the Rocky Mountain Section and belong to the Professional Golfers' Association of America shall be admitted to membership in this corporation. The corporation may issue membership cards or certificates evidencing membership rights as set forth in the corporation's constitution and by laws. The management of the affairs of the corporation is hereby vested in its members pursuant to Section 30-314(c) of the Idaho Code and as set forth in the corporation's constitution and by-laws.

#### ARTICLE V

The names and addresses of the *initial directors and* *of incorporation* *of* *this corporation are:*

Warren Brown

1311 N. 26th  
Boise, Idaho 83702

Jeff Steury

Elkhorn Resort  
Bob 6066  
Sun Valley, Idaho 83354

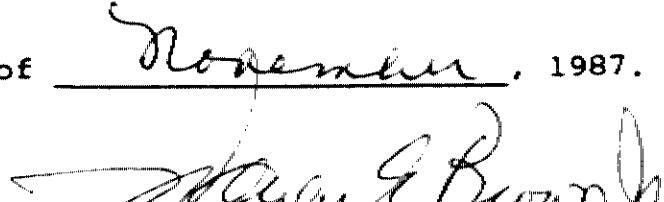
Jerry Breaux

477 Rene Place  
Eagle, Idaho 83616

#### ARTICLE VI

The location and street address of the initial registered office of the corporation shall be 477 Rene Place, Eagle, Idaho 83616, and its initial registered agent shall be Jerry Breaux.

DATED this 20th day of November, 1987.

  
WARREN BROWN

  
JEFF STEURY

  
JERRY BREAUX

STATE OF IDAHO      )  
                          ) ss.  
County of Ada      )

On the 30 day of October, 1987,  
before me, a Notary Public in and for said State, personally  
appeared WARREN BROWN, JEFF STEURY, and JERRY BREAUX, known to  
me to be the persons whose names are subscribed to the within  
instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

  
Carol Pitchard  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 1992