

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

PALOUSE SPORTS FOUNDATION, INC.
File Number C 104018

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PALOUSE SPORTS FOUNDATION, 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: June 29, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonya Herold*

JUN 29 9 36 AM '95

**PALOUSE SPORTS FOUNDATION, INC.
PSF, INC.**

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we whose names are hereby affixed, all of whom are bona fide residents and full-aid citizens of the United States of America, do hereby in pursuance of Idaho Code, Title 30, Chapter 3 et seq. as amended and general corporation laws of the said state hereby organize, constitute and associate ourselves and such other persons as may hereafter become associated with us, in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth, and that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

ARTICLE I

The name of the association shall be called PALOUSE SPORTS FOUNDATION, INC.

ARTICLE II

The principal office of this association shall be located at 1634 Damen Street, Moscow, Idaho. The initial registered agent is Larry Clott, President. The duration and term of existence of the corporation shall be perpetual.

ARTICLE III

This organization is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. (*Articles amended to add previous sentence, May 24, 1995, 22 eligible general membership voters, 3 present, vote was unanimous to amend*) The purposes for which this association is formed and incorporated are as follows:

- A) To promote the general welfare of disadvantaged youth sports organizations in need of financial support in Latah County, Idaho, and Whitman County, Washington, by funding non-school, financially-sponsored sports activities through the establishment of this foundation.
- B) To procure, accept and administer grants, donations, and/or loans from any public or private source for the above purposes; provided, that the private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer or director shall be jointly or severally liable or responsible for any debts or liability of the corporation on account of such status or conduct incidental by such office, role or status.

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- C) This association is one which is not organized for monetary gain or profit to its members and is organized for non-profit purposes, it being the intent of this association and its powers limited to fully comply with the rules and regulations of the Internal Revenue Code and specifically Section 501 (c)(3), Internal Revenue Code of 1954, and any amendments thereto, and these articles shall be construed in the event of ambiguity or inconsistency.
- D) To generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform; so long as it is in conformance with the other purposes herein enumerated.
- E) To engage in the business of buying, acquiring, giving, owning, leasing, transferring, encumbering and generally dealing in real and personal property so long as it is in conformance with the other purposes herein enumerated.
- F) To borrow money for use of said corporation and to issue securities therefor and to pledge, mortgage, hypothecate and otherwise dispose of real, personal and intangible property of the corporation as secured therein.
- G) To do all and everything necessary, suitable and proper for the accomplishment of any of the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part of parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized; and also so long as in conformance with the other purposes herein enumerated.
- H) The purposes herein enumerated shall be construed both as purpose and powers and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature unexpressed.

ARTICLE IV

The affairs of this corporation shall be construed by a Board of Directors of at least three in number, with the exact number, manner of selection and qualifications as determined by the By-Laws. The Board of Directors may appoint an Executive Committee which shall possess and may exercise the powers of the Board of Directors in the management and direction of the affairs of the corporation during the intervals between meetings of the Board of Directors.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and shall be known as directors, unless another title hereafter is determined, are: Larry Clott, Moscow, Idaho; Deborah Adamski, Moscow, Idaho; and Debra Brudie, Moscow, Idaho.

That notice of election was held for directors as set out in Title 30, Chapter 3 of Idaho Code and that, as a result of said notice and at a meeting, vote of association membership as attached hereto all the members voting - the following directors were elected: Larry Clott, President; Deborah Adamski, Vice President; and Debra Brudie, Secretary.

The number of persons names above shall not necessarily constitute the number of directors of the association, but the members shall have the power to adopt By-Laws, which By-Laws shall provide in detail for the number of officers and directors to govern such association.

ARTICLE V

The Board of Directors shall have the general power to act for and on behalf of the corporation in any manner not prohibited by statute or by these Articles of Incorporation. Said Board shall, specifically, and not by way of limitation, have the power to sell, lease, exchange, mortgage, pledge or make other disposition of the business, property, assets or franchises of the corporation which may consist in whole or in part of money or property, real, personal or mixed, as shall be authorized by the board, provided that whenever the directors desire to sell, exchange or lease the principal part of all of the business, they may do so only upon a vote of a simply majority of the membership of the corporation present at a meeting duly called for such purpose, provided a quorum is present. The terms "sell, exchange, or lease" as herein used shall not include mortgage or pledge. Instructions of encumbrances as herein authorized shall be executed by the President or Vice President of the corporation and be attested by the Secretary and Treasurer thereof.

ARTICLE VI

There shall be an annual meeting of the members of the corporation to be held at such time and place as provided in the By-Laws. Each member shall be entitled to one vote only.

ARTICLE VII

The officers of this corporation shall be a President, a Vice President, and a Secretary who shall be members of the Board of Directors and be elected in such manner and for such term as provided in the By-Laws.

ARTICLE VIII

That the By-Laws of this association shall be adopted by the members named in the Articles of Incorporation and thereafter by amended or repealed by the means provided in said By-Laws, so long as said By-Laws may further set out such other provisions as may prescribed by law and particularly Title 30, Chapter 3, Idaho Code, specifically limited, however, in adopting any amendment of alteration or modification which will cause the corporation to be in contravention of said Title 30, Chapter 3, Idaho Code Annotated or Section 501 (c)(3), Internal Revenue Code.

ARTICLE IX

Sale, conveyance or encumbrances of all or any part of the property of the corporation may be made by the Board of Directors, provided however, that such sale, conveyance or encumbrance is authorized by a simple majority of entire membership present at a regular membership meeting or a special membership meeting called for the purpose, and instruments of conveyance and encumbrance shall be executed on behalf of the corporation by the President or Vice President and attested by the Secretary of the corporation.

ARTICLE X

No Officer, Director or member shall, at any time, receive or become entitled to receive any monetary profit from the operation hereof, either by dividend or other distribution or by payment of any salary, wage, or reward of any kind in excess of reasonable compensation for services actually rendered by any officers, agents, Director or employee or member of the corporation.

ARTICLE XI

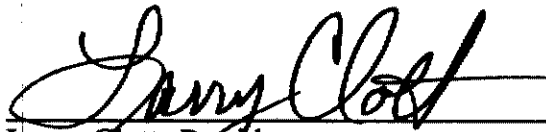
The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and its Directors:

- A) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).
- B) Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal

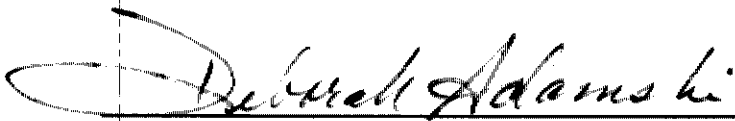
government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

The incorporators of this corporation are as follows:



Larry Elott, President
1634 Damen Street
Moscow, Idaho 83843



Deborah Adamski, Vice President
512 East 'D'
Moscow, Idaho 83843



Debra Brudie, Secretary
1411 East First Street
Moscow, Idaho 83843-3607

APPROVED: November 15, 1993
AMENDED: January 25, 1995
May 24, 1995

STATE OF IDAHO)
)
County of Latah)

On this 27th day of June, 1995, before me, the undersigned Notary Public in and for the above-named county and state, personally appeared Larry Clott, known to me to be one of the persons whose names are subscribed to the foregoing instrument and acknowledged to me that he is the same.

IN WITNESS HEREOF, I have hereunto set my hand and notary seal the date last above written.

Carolyn J. Liebertson

Notary Public in and for the State of Idaho, residing at Moscow, Idaho.

My commission expires: 10-1-98