



CERTIFICATE OF INCORPORATION  
OF

MAGIC VALLEY COMPETITIVE GYMNASTICS, INC.

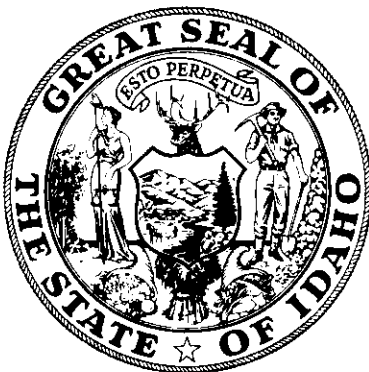
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MAGIC VALLEY COMPETITIVE GYMNASTICS, 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 July 1, 19 85.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
MAGIC VALLEY COMPETITIVE GYMNASTICS, INC.

We, the undersigned, residents of the State of Idaho, each being of lawful age, do hereby freely associate together for the formation of an Idaho non-profit corporation pursuant to Chapter III of Title 30, Idaho Code, and hereby adopt the following articles of incorporation:

ARTICLE 1:

The name of the corporation shall be "MAGIC VALLEY COMPETITIVE GYMNASTICS, INC."

ARTICLE 2:

This corporation is a non-profit corporation organized pursuant to the laws of the State of Idaho.

ARTICLE 3:

The duration of the corporation shall be perpetual.

ARTICLE 4:

The corporation is formed exclusively to foster national or international amateur sports competition and to conduct national or international competition in sports or to support and develop amateur athletes for national or international competition in sports. Specifically, the corporation shall foster development of amateur athletes in the gymnastic events for the purpose of aiding in their development as national and international athletes,

provided, to qualify for aid from the corporation such amateur athlete need not actually compete in national or international competition, but have as his or her goal such national or international competition. In all respects the corporation's activities shall be conducted so as to qualify pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or as hereafter amended.

#### ARTICLE 5:

Membership in the corporation shall consist of duly elected officers and directors of the corporation; and any person who shall be elected to membership by the board of directors from time to time from among those citizens residing either within or without the State of Idaho, who, in the opinion of the Board, shall have manifested particular interest in the objectives of the corporation and who shall be, in the Board's opinion, qualified to further the objectives of the corporation.

Members of the corporation shall have the right to vote at annual or special meetings of the corporation's membership upon such issues as is provided by Idaho law.

#### ARTICLE 6:

Management of the corporation shall be vested in the directors.

#### ARTICLE 7:

The Board of Directors of the corporation, other

than the initial board of directors as set forth herein, shall be constituted and serve as provided in the By-laws of the corporation. The Board of Directors shall have the power to elect successor directors as provided in the By-laws of the corporation.

#### ARTICLE 8:

The conditions and classes of membership in the corporation shall be such as may be stated, from time to time, in the By-laws. The Board of Directors shall be empowered to establish separate classes of membership and establish assessments and dues for members which may vary from class to class. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 above. Notwithstanding any other provision of these articles, the corporation shall not carry on any 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The corporation shall not engage in any activities which are not permitted to be carried on by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE 9:

Upon the dissolution of the corporation, in the manner provided by law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, shall donate the assets of the corporation to the United States Olympic Gymnastics Team or such body or organization associated with the support of the United States Olympic Gymnastics Team as is a qualified organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). In the event the Board of Directors is unable to locate such an organization, or determine which organization is qualified, the Board of Directors shall be empowered to apply to the courts of this state for a determination of the proper disposition of the assets of the corporation to a qualified organization under the Internal Revenue Code as hereinabove set forth. In no event shall any of the assets of the corporation be distributed to any member, officer, director, or person not qualified under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future

United States Internal Revenue law).

ARTICLE 10:

The initial registered office of the corporation shall be 2042 Fourth Avenue East, Twin Falls, Idaho 83301. The initial registered agent at such address shall be ELAINE HALL.

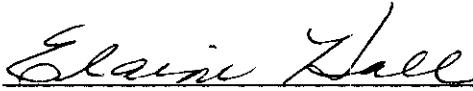
ARTICLE 11:

The initial Board of Directors of the corporation shall be ELAINE HALL, Route 3, Box 3296, Jerome, Idaho 83338; RONICE BUTCHER, Route 4, Twin Falls, Idaho 83301; JANENE GIESLER, 807 Campus Drive, Twin Falls, Idaho 83301; KATHRYN B. FIL, 1785 Targhee Drive, Twin Falls, Idaho 83301; and KATHY MAKINGS, Route 1, Kimberly, Idaho 83341.

ARTICLE 12:


The incorporators are as follows: ELAINE HALL, Route 3, Box 3296, Jerome, Idaho 83338; RONICE BUTCHER, Route 4, Twin Falls, Idaho 83301; JANENE GIESLER, 807 Campus Drive, Twin Falls, Idaho 83301; KATHRYN B. FIL, 1785 Targhee Drive, Twin Falls, Idaho 83301; and KATHY MAKINGS, Route 1, Kimberly, Idaho 83341.


IN WITNESS WHEREOF, we have hereunto set our hands this 20 day of June, 1985.

  
ELAINE HALL

  
RONICE BUTCHER

  
JANENE GIESLER


  
KATHRYN B. FIL

  
KATHY MAKINGS

STATE OF IDAHO                    )  
  : ss.  
County of Twin Falls            )

On this 20 day of June, 1985, before me, the undersigned, a Notary Public for Idaho, personally appeared ELAINE HALL, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

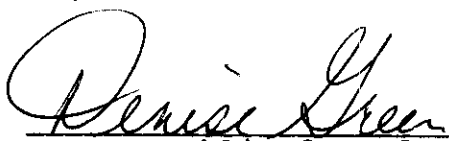
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Twin Falls

STATE OF IDAHO                    )  
                                      : ss.  
County of Twin Falls            )

On this 28 day of June, 1985, before me, the undersigned, a Notary Public for Idaho, personally appeared RONICE BUTCHER, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

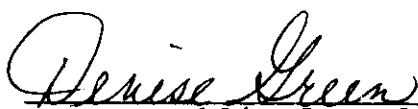
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Twin Falls

STATE OF IDAHO                    )  
                                      : ss.  
County of Twin Falls            )

On this 20 day of June, 1985, before me, the undersigned, a Notary Public for Idaho, personally appeared JANENE GIESLER, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she 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.

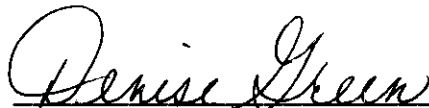
  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Twin Falls



STATE OF IDAHO                    )  
                                      : ss.  
County of Twin Falls            )

On this 20 day of June, 1985, before me, the undersigned, a Notary Public for Idaho, personally appeared KATHRYN B. FIL, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

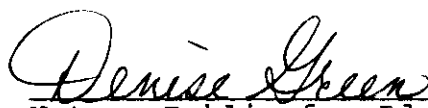
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Twin Falls

STATE OF IDAHO                    )  
                                      : ss.  
County of Twin Falls            )

On this 20 day of June, 1985, before me, the undersigned, a Notary Public for Idaho, personally appeared KATHY MAKINGS, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she 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.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Twin Falls