

Department of State.

CERTIFICATE OF INCORPORATION OF

CONFLUENCE ROWING CLUB, 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

CONFLUENCE ROWING CLUB, 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.

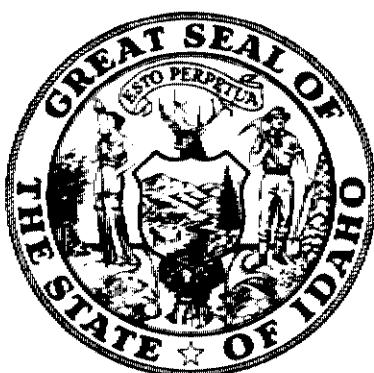
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 14, 19 88.

Pete Cenarrusa

SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION FOR CONFLUENCE ROWING CLUB, INC.

RECEIVED

A Nonprofit Corporation of STATE

Article One. The name of this corporation shall be Confluence Rowing Club, Inc.

Article Two. This corporation is a nonprofit corporation.

Article Three. The duration of this corporation shall be perpetual.

Article Four. The purpose for which this corporation is organized is to promote and to support education, social, and athletic rowing activities in the Lewiston, Idaho and Clarkston, Washington area.

Article Five. The management of the affairs of this corporation shall be conducted by its board of directors whose duties shall be more fully set forth in the Bylaws of this corporation.

Article Six. The street address of this corporation's initial registered office is 1327 11th Ave., Lewiston, Idaho 83501, and the name of its initial registered agent at such street address is Heather Noble.

Article Seven. The names and addresses of the directors constituting the initial board of directors of this corporation are as follows:

Heather Noble
1327 11th Ave.
Lewiston, ID 83501

Curtis Chang
1429 Linden Ave.
Lewiston, ID 83501

Sally Chang
1429 Linden Ave.
Lewiston, ID 83501

Joyce Majure
213 3rd Ave.
Lewiston, ID 83501

Jan Kempster
1017 Cedar
Lewiston, ID 83501

Article Eight. The name and street address of each incorporator is

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Heather Noble
1327 11th Ave.
Lewiston, ID 83501

Curtis Chang
1429 Linden Ave.
Lewiston, ID 83501

Sally Chang
1429 Linden Ave.
Lewiston, ID 83501

Joyce Majure
213 3rd Ave.
Lewiston, ID 83501

Jan Kempster
1017 Cedar
Lewiston, ID 83501

Article Nine. The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws of this corporation.

Article Ten. No part of the earnings of this 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 herein.

Article Eleven. Upon dissolution of this corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such nonprofit organization organized exclusively for educational, social, or athletic purposes as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

DATED this 26th day of October, 1980.

Heather Noble

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Curtis Chang
Sally Chang
Joyce Mayne
Jan Kempster

STATE OF IDAHO)
: ss.
County of Nez Perce)

On this 26 day of October, 1988, before me Charlotte M. Warden, a Notary Public, personally appeared Heather Noble; Curtis Chang; Sally Chang; Joyce Mayne; Jan Kempster, known or identified to me, to be the incorporators respectively of the corporation that executed the instrument or the persons that executed the instrument on behalf of said corporation, and acknowledged to me that corporation executed the same.

Charlotte M. Warden
Notary Public in and for the
State of Idaho, residing at
Lewiston.
My commission expires 9/1/93

(SEAL)