

**FILED EFFECTIVE**

PLAN OF MERGER  
AND  
MERGER AGREEMENT  
BETWEEN  
BOISE CAPITAL SOCCER CLUB, INC.  
AND  
LES BOIS SPORTS ASSOCIATION, INC.

10 JUN -9 PM 4:28

SECRETARY OF STATE  
STATE OF IDAHO

This Plan of Merger and Merger Agreement ("Merger Agreement") between Boise Capital Soccer Club, Inc., an Idaho nonprofit corporation ("BCSC") and Les Bois Sports Association, Inc., an Idaho nonprofit corporation ("Les Bois") is entered into pursuant to Idaho Code § 30-3-101 through §30-3-103 and is effective as of the date of final approval of said merger by the respective non-profit corporations.

Recitals

- A. BCSC is a non-profit corporation with a preferable tax status of being a 501(c)(3) corporation which provides soccer education, training and sports opportunities to children. BCSC is located in Meridian, Idaho with its principal place of business at 3924 E. Lake Hazel Rd., Meridian, Idaho 83642.
- B. Les Bois is a non-profit corporation with a preferable tax status of being a 501(c)(3) corporation which provides soccer education, training and sports opportunities to children. Les Bois is located in Meridian Idaho with its principal place of business at 2535 S. Black Cat Rd., Meridian, Idaho 83642.
- C. BCSC and Les Bois desire a merger of their corporations, assets, liabilities and members into new non-profit corporation which has the preferable tax status of a 501(c)(3) non-profit corporation and which has a primary business purpose of providing soccer opportunities, education and competitive play to children of the state of Idaho ("Surviving Corporation").
- D. As certified to by the Presidents of the BCSC and Les Bois boards of directors, at the time this Merger Agreement is signed it has been adopted and approved by resolution of the BCSC and Les Bois boards of directors as required by Idaho Code §30-3-103.

IDAHO SECRETARY OF STATE  
06/10/2010 05:00  
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## Merger Agreement

1. Incorporation of Recitals. The above Recitals are incorporated into substantive terms of this Merger
2. Effective Date. The effective date of this Merger Agreement, is the date on which the Presidents of the BCSC and Les Bois boards of directors certify by signing the Merger Agreement that it has been approved and adopted by resolution of the BCSC and Les Bois boards of directors.
3. Merging Entities. The full names and entity information for the merging entities are as follows:

<u>Name</u>	<u>Form of Entity/Jurisdiction</u>
Boise Capital Soccer Club, Inc.	An Idaho nonprofit corporation
Les Bois Sports Association, Inc.	An Idaho nonprofit corporation

4. Surviving Corporation. The full name and entity information for the Surviving Corporation is as follows:

<u>Name</u>	<u>Form of Entity/Jurisdiction</u>
Boise Capital Soccer Club, Inc. (nka FC NOVA, Inc.)	An Idaho nonprofit corporation

5. Governing Documents.
  - a. The Amended and Restated Articles of Incorporation of FC NOVA, Inc. as set forth in Exhibit A hereto, shall be the new Articles of Incorporation of the Surviving Corporation ("Amended and Restated Articles of Incorporation").

- b. The Amended and Restated Bylaws of FC NOVA, Inc. ("Bylaws"), as set forth in Exhibit B hereto, shall be the new Bylaws of the Surviving Corporation, effective on the date the Articles of Merger are filed with the Idaho Secretary of State in accordance with Idaho Code §§30-3-101 through 103.

6. Cessation of Les Bois' Existence. As of the effective date of the merger, Les Bois shall be considered merged into BCSC and the separate existence of Les Bois shall cease.

7. Surviving Corporation as Legal Successor. The Surviving Corporation is the legal successor, for all purposes, of Les Bois, and the operations and activities of Les Bois are merged into the Surviving Corporation, which holds all powers, rights and obligations, assets and liabilities of Les Bois, as well as continuing to hold its own powers, rights, obligations, assets and liabilities.

8. Surviving Corporation Directors and Officers. The Surviving Corporation shall have a new board of directors ("Surviving Board"). The Surviving Board shall consist of five (5) members of the Les Bois board of directors, as it existed on the day before the merger, and five (5) members of the BCSC board of directors, as it existed the day before the merger. Each Director of Coaching shall be a member of the Surviving Board. The ten (10) members of the Surviving Board shall then select one (1) board member who has no prior affiliation with either Les Bois or BCSC. The Surviving Board shall then elect new officers of the Surviving Corporation.

9. Title to Property. The title to all property owned by Les Bois is transferred to and vested in the Surviving Corporation without reversion or impairments. Such transfer to and vesting in the Surviving Corporation shall be deemed to occur by operation

of law without any further instrument of conveyance, and no consent or approval of any person shall be required in connection with any such transfer or vesting.

10. Membership and Voting. All members of Les Bois shall be members of the Surviving Corporation, and shall have all rights and responsibilities of the Surviving Corporation's members.

11. Staff. The technical staff of the Surviving Corporation shall, at a minimum, consist of Michael Mollay, Jr., the Female Director of Coaching and Eric Simonsen, the Male Director of Coaching. All duties, rates of pay and benefits shall be determined and governed by the Surviving Board. The administrative staff of the Surviving Corporation may include a Club Administrator, who shall be responsible for the day to day administration and operation of the Surviving Corporation, and a bookkeeper who shall perform all accounting functions for the Surviving Corporation. The employment status, duties, rates of pay and benefits shall be determined and governed by the Surviving Board. These positions shall serve at the pleasure of the Surviving Board and may include employees and independent contractors at the discretion of the Surviving Board in accordance with applicable law.

12. Tax Qualification. The parties intend that Surviving Corporation be tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its successors, and the Directors of the Surviving Corporation are empowered and authorized to make such amendments to the Articles and Bylaws as they deem necessary, with the advice of counsel, to secure and maintain such exempt status, provided that no such amendment may change the requirements, rights or privileges of membership.

13. Abandonment of Merger. If at any time prior to the effective date of the merger

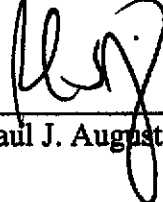
events or circumstances occur which, in the opinion of the Board of Directors of BCSC or the Board of Directors of Les Bois, render it inadvisable to consummate the merger, this Merger Agreement shall not become effective. The recording of this Merger Agreement and Articles of Merger with the Idaho Secretary of State conclusively establishes that no action to abandon or terminate this Merger Agreement has been taken.

14. Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Idaho applicable to the Merger and to contracts entered into and to be performed wholly within the State of Idaho.

15. Counterparts. This Merger Agreement may be executed in any number of counterparts each of which when taken alone shall constitute an original instrument and when taken together shall constitute one and the same Agreement.

Les Bois Sports Association, Inc.  
an Idaho nonprofit corporation

By:

  
\_\_\_\_\_  
Paul J. Augustine, President

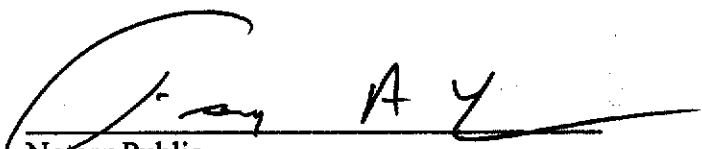
STATE OF IDAHO )  
                              ) ss.  
COUNTY OF ADA )

SUBSCRIBED AND SWORN TO before me this 8<sup>th</sup> day of June, 2010, by  
Paul J. Augustine, as President of Les Bois Sports Association, Inc., an Idaho nonprofit corporation.

Witness my hand and official.

My commission expires: 02/17/2016



  
\_\_\_\_\_  
Notary Public

Boise Capital Soccer Club, Inc.  
an Idaho nonprofit corporation

By:

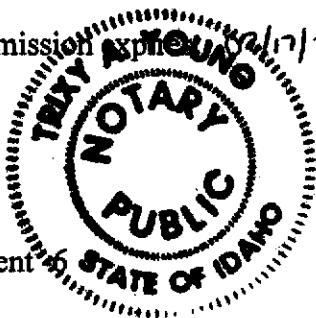
  
\_\_\_\_\_  
Brook Blakeslee, President


STATE OF IDAHO )  
                              ) ss.  
COUNTY OF ADA )

SUBSCRIBED AND SWORN TO before me this 8<sup>th</sup> day of June, 2010, by  
Brook Blakeslee, as President of Boise Capital Soccer Club, Inc., an Idaho nonprofit corporation.

Witness my hand and official.

My commission expires: 02/17/2016




  
\_\_\_\_\_  
Notary Public

Merger Agreement

## CERTIFICATION OF LBSA'S PRESIDENT

The undersigned, being the duly elected and acting President of Les Bois Sports Association, Inc., an Idaho nonprofit corporation ("LBSA"), certifies the following:

1. The foregoing Plan of Merger and Merger Agreement ("Merger Agreement") between Les Bois Sports Association, Inc. and Boise Capital Soccer Club, Inc. has been approved and adopted by the Board of Directors of LBSA and by the members of LBSA entitled to vote;
2. I have been authorized to execute the foregoing Merger Agreement on behalf of LBSA and, as so executed, the Merger Agreement is binding on LBSA; and
3. To the best of my knowledge, information and belief, the matters set forth in the Merger Agreement are true and correct.

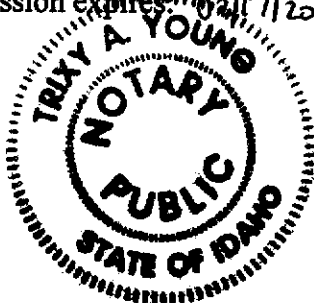
  
\_\_\_\_\_  
Paul J. Augustine  
President of Les Bois Sports Association, Inc.,  
an Idaho nonprofit corporation

STATE OF IDAHO )  
                          ) ss.  
COUNTY OF ADA )

SUBSCRIBED AND SWORN TO before me this 8<sup>th</sup> day of June, 2010, by Paul J. Augustine, as President of Les Bois Sports Association, Inc., an Idaho nonprofit corporation.

Witness my hand and official.

My commission expires 02/17/2014



  
\_\_\_\_\_  
Notary Public

## CERTIFICATION OF BCSC'S PRESIDENT

The undersigned, being the duly elected and acting President of Boise Capital Soccer Club, Inc., an Idaho nonprofit corporation ("BCSC"), certifies the following:

1. The foregoing Plan of Merger and Merger Agreement ("Merger Agreement") between Boise Capital Soccer Club, Inc. and Les Bois Sports Association, Inc. has been approved and adopted by the Board of Directors of BCSC and by the members of BCSC entitled to vote;
2. I have been authorized to execute the foregoing Merger Agreement on behalf of BCSC and, as so executed, the Merger Agreement is binding on BCSC; and
3. To the best of my knowledge, information and belief, the matters set forth in the Merger Agreement are true and correct.

Brook Blakeslee

Brook Blakeslee  
President of Boise Capital Soccer Club, Inc.,  
An Idaho nonprofit corporation

STATE OF IDAHO )  
                          ) ss.  
COUNTY OF ADA )

SUBSCRIBED AND SWORN TO before me this 8<sup>th</sup> day of June, 2010, by Brook Blakeslee, as President of Boise Capital Soccer Club, Inc., an Idaho nonprofit corporation.

Witness my hand and official.

My commission expires: 02/17/2016

Jay A. Y  
Notary Public

