

ARTICLES OF INCORPORATION  
OF  
COEUR D'ALENE YOUTH EDUCATION AND ATHLETIC FOUNDATION, INC.

The undersigned incorporator(s), natural persons 21 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

**ARTICLE 1; NAME**

The name of the corporation shall be: Coeur D'Alene Youth Education and Athletic Foundation, Inc.

**ARTICLE 2; PURPOSE**

The purpose for which the corporation is organized is: This corporation is organized exclusively for charitable and educational purposes, more specifically to the development, education and training of hockey players in Idaho. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes:

The activities of this corporation shall not include direct or indirect participation or intervention in political campaigns on behalf or in opposition to any candidate for public office. Nor is the primary activity of this corporation the operation of a social club for the benefit, pleasure, or recreation of its members. This corporation shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Notwithstanding any provision of these articles of incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE 3; REGISTERED OFFICE/AGENT**

The street address of the registered office is: 212 W. Ironwood Drive, Suite D#122, Coeur D'Alene, ID 83814 and the registered agent at such address is Staci Hardee.

**ARTICLE 4; MEMBERSHIP/BOARD OF DIRECTORS**

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's

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bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Shawn Luteyn, 2869 S. Denali Way, Meridian, ID 83642  
Staci Hardee, 2256 W. John Loop #206, Coeur D'Alene, ID 83814  
Robert Dumas, 212 W. Ironwood Drive, Suite D#122, Coeur D'Alene, ID 83814

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the corporation's bylaws.

#### ARTICLE 5; INCORPORATOR

The name and address of the incorporator: Shawn Luteyn, 2869 S. Denali Way, Meridian, ID 83642

#### ARTICLE 6; MAILING ADDRESS

The mailing address of the corporation shall be: 212 W. Ironwood Drive, Suite D#122, Coeur D'Alene, ID 83814

#### ARTICLE 7; VOTING MEMBERS

The corporation does not have voting members.

#### ARTICLE 8; DURATION

The duration of the corporate existence shall be perpetual.

#### ARTICLE 9; EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article 2 above.
2. No substantial part of the activities of the corporation shall constitute carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public; and the corporation shall not

participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1986, as now enacted or hereafter amended.

## ARTICLE 10; PERSONAL LIABILITY

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Director be subject to the payment of the debts or obligations of this corporation.

## ARTICLE 11; CONFLICT OF INTEREST

### Section 1: Purpose:

Coeur D'Alene Youth Education and Athletic Foundation, Inc. is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of Coeur D'Alene Youth Education and Athletic Foundation, Inc., as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as members of the public.

Consequently, there exists between Coeur D'Alene Youth Education and Athletic Foundation, Inc. and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of Coeur D'Alene Youth Education and Athletic Foundation, Inc. honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Coeur D'Alene Youth Education and Athletic Foundation, Inc.. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Coeur D'Alene Youth Education and Athletic Foundation, Inc. or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

### Section 2: Persons Concerned:

This statement is directed not only to directors and officers, but to all employees who can influence the actions of Coeur D'Alene Youth Education and Athletic Foundation, Inc.. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone

who has proprietary information concerning Coeur D'Alene Youth Education and Athletic Foundation, Inc..

### Section 3: AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Coeur D'Alene Youth Education and Athletic Foundation, Inc.
2. Persons and firms from whom Coeur D'Alene Youth Education and Athletic Foundation, Inc. leases property and equipment.
3. Persons and firms with whom Coeur D'Alene Youth Education and Athletic Foundation, Inc. is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting Coeur D'Alene Youth Education and Athletic Foundation, Inc.
6. Agencies, organizations, and associations which affect the operations of Coeur D'Alene Youth Education and Athletic Foundation, Inc.
7. Family members, friends, and other employees.

### Section 4: NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Coeur D'Alene Youth Education and Athletic Foundation, Inc.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Coeur D'Alene Youth Education and Athletic Foundation, Inc.
3. Receiving remuneration for services with respect to individual transactions involving Coeur D'Alene Youth Education and Athletic Foundation, Inc.
4. Using Coeur D'Alene Youth Education and Athletic Foundation, Inc. time, personnel, equipment, supplies, or good will for other than Coeur D'Alene Youth Education and Athletic Foundation, Inc. approved activities, programs and purposes.

5. Receiving personal gifts or loans from third parties dealing or competing with Coeur D'Alene Youth Education and Athletic Foundation, Inc. Receipt of any gifts is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

#### Section 5: INTERPRETATION OF THIS POLICY STATEMENT:

The areas of conflicting interest listed in section 3, and the relations in those areas which may give rise to conflict, as listed in section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Coeur D'Alene Youth Education and Athletic Foundation, Inc.

However, it is the policy of the board that the existence of any of the interests described in section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

#### Section 6: DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The board or a duly constituted committee thereof has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if he or she is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the board or a duly constituted committee thereof. Disclosure involving directors should be made to the board chair, (or if he or she is the one with the conflict, then to the board vice-chair) who shall bring these matters to the board or a duly constituted committee thereof.

The board or a duly constituted committee thereof shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated

transaction may be authorized as just, fair, and reasonable to Coeur D'Alene Hockey Academy, Inc.. The decision of the board or a duly constituted committee thereof on these matters will rest in their sole discretion, and their concern must be the welfare of and the advancement of the organizations purpose.

#### ARTICLE 12; DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170 (c )(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

The undersigned incorporator certifies that he executes these articles for the purpose herein stated.

  
Shawn Luteyn

Date: 6-3-15

IDAHO SECRETARY OF STATE  
06/05/2015 05:00  
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