

ARTICLES OF INCORPORATION

FILED # C28004-02

OF

NOV 15 2002

**SILVER STATE YOUTH SPORTS
A Non-Profit Corporation**

IN THE OFFICE OF
Don Hill
DON HILL, SECRETARY OF STATE

The undersigned proposes to form a corporation under Chapter 82, Nevada Revised Statutes (NRS), relating to non-profit corporations, and to that end hereby adopts articles of incorporation as follows:

ARTICLE ONE

NAME

The name of the corporation is SILVER STATE YOUTH SPORTS.

ARTICLE TWO

LOCATION

The registered office of this corporation is 202 North Curry Street, Suite 100, City of Carson City, State of Nevada. The resident agent is State Agent and Transfer Syndicate, Incorporated

ARTICLE THREE

PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to include the fostering of individual growth, teamwork and leadership, among the youth, through athletic endeavor.

ARTICLE FOUR

DIRECTORS

The members of the governing board of the Corporation shall be styled directors. The number of directors and the manner of electing said directors shall be as provided in the by-laws. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the members of the initial Board of Directors, all of whom shall serve as directors until their successors shall have been elected and qualified, are as follows:

David DeRiemer	202 North Curry Street, Suite 100	Carson City NV	89703-4121
Kelley DeRiemer	202 North Curry Street, Suite 100	Carson City NV	89703-4121
David Lawson	202 North Curry Street, Suite 100	Carson City NV	89703-4121

ARTICLE FIVE

ELIMINATING PERSONAL LIABILITY

Officers and directors shall have no personal liability to the Corporation or its members for damages for breach of fiduciary duty as an officer or director. This provision does not eliminate

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or limit the liability of an officer or director for acts or omissions that involve intentional misconduct, fraud or a knowing violation of law.

**ARTICLE SIX
MEMBERSHIP**

Application for membership in the Corporation shall be accepted as set forth in, and in accordance with, the by-laws of the Corporation. Participation in its affairs shall be by membership therein, subject to the provisions of the by-laws as may be adopted, amended, or repealed by the members.

**ARTICLE SEVEN
INCORPORATOR**

The name and address of the incorporator is State Agent and Transfer Syndicate, Incorporated, 202 North Curry Street, Suite 100, Carson City, Nevada 89703-4121.

**ARTICLE EIGHT
PERIOD OF EXISTENCE**

The period of existence of this Corporation shall be perpetual.

**ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation may be amended from time to time by a 2/3 (two-thirds) vote of all members in good standing.

**ARTICLE TEN
EXEMPT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any member, director, officer or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign (including the publishing or distribution of statements), on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.


**ARTICLE ELEVEN
DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by 2/3 (two-thirds) of all the members in good standing.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purpose of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine, or to Federal, State, or local governments to be used exclusively for public purposes. Any such asset(s) not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such Court shall determine, which are organized and operated exclusively for section 501(c)(3) purposes or to such governments for such purposes.

IN WITNESS WHEREOF the undersigned, State Agent and Transfer Syndicate, Incorporated, for the purpose of forming a corporation under the laws of the State of Nevada, does make, file and record these articles, and certifies that the facts herein stated are true, and I have accordingly hereunto set my hand this day, November 15, 2002

INCORPORATOR:


Cher Falk
for State Agent and Transfer Syndicate, Inc.

**CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY RESIDENT AGENT**

State Agent and Transfer Syndicate, Incorporated hereby certifies that on November 15, 2002, we accepted appointment as Resident Agent for SILVER STATE YOUTH SPORTS in accordance with Sec. 82.193, NRS.

IN WITNESS WHEREOF, I have hereunto set my hand this November 15, 2002

A handwritten signature in cursive script, appearing to read "Cher Falk", written over a horizontal line.

Cher Falk
for State Agent and Transfer Syndicate, Inc.