

Secretary of State Office  
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Pierre, SD 57501  
(605)773-4845  
[corpinfo@state.sd.us](mailto:corpinfo@state.sd.us)

**ARTICLES OF INCORPORATION**  
**DOMESTIC NONPROFIT CORPORATION**  
SDCL 47-22-6

**FILING FEE: \$30**  
Make check payable to SECRETARY OF STATE

**Article I**

The name of the company:

Spearfish Pickleball Club

**Article IA**

The purpose(s) for which the corporation is organized:

The Spearfish Pickleball Club is a volunteer non-profit that exists to provide a fun, healthy, recreational activity for its membership and guests while promoting the exercise, development of skills and enjoyment of Pickleball.

The corporation is generally organized to carry out this purpose and the standard purposes adopted by the Board of Directors. The Corporation is organized exclusively as an athletic and educational corporation for non-profitable purposes pursuant to SDCL 47-22-4, as from time to time amended.

**Article II**

The period of existence is:

Perpetual

Ceases to exist on a certain date and if so, what is that date? \_\_\_\_\_

**Article III**

Check one:

The corporation will have members.

The corporation will not have members.

**Article IV**

The address of the principal office in or out of the State of South Dakota where the company conducts its business:

2409 N Canyon St Spearfish SD 57783  
Actual Street Address City State ZIP+4

\_\_\_\_\_  
Mailing Address, if Different from Street Address City State ZIP+4

\_\_\_\_\_  
Email Address (Optional)

## Article V

SDCL 59-11-6

The South Dakota Registered Agent's name:

South Dakota law permits the registered agent to be either: **A)** a noncommercial registered agent (this may be an individual), **B)** a commercial registered agent, or **C)** an office holder. **Complete only one below, either (a) or (b) or (c).**

**(a)** The South Dakota Noncommercial Registered Agent's name Justin Griffith

<u>2409 N Canyon St</u>	<u>Spearfish</u>	<u>SD</u>	<u>57783</u>
Actual Street Address in this State	City	State	ZIP+4

<u></u>	<u></u>	<u></u>	<u></u>
Mailing Address in this State, if Different from Street Address	City	State	ZIP+4

Email Address (Optional)

**(b)** When listing a Commercial Registered Agent, please state their GRA#. This number can be obtained from the Commercial Registered Agent.

<u></u>	<u></u>
Commercial Registered Agent Name	CRA#

**(c)** Title of the office or other position with the company

<u></u>	<u></u>	<u></u>	<u></u>
Business Office's Actual Street Address in this State	City	State	ZIP+4

<u></u>	<u></u>	<u></u>	<u></u>
Mailing Address in this State, if Different from Street Address	City	State	ZIP+4

Email Address (Optional)

## Article VI

Incorporators: The name and address of each incorporator. (one or more persons – person includes an individual or entity)

<u>Justin Griffith</u>	<u>2409 N Canyon St</u>	<u>Spearfish</u>	<u>SD</u>	<u>57783</u>
Incorporator	Street Address	City	State	Zip+4

<u>Greg Krier</u>	<u>707 E HARDING ST</u>	<u>Spearfish</u>	<u>SD</u>	<u>57783</u>
Incorporator	Street Address	City	State	Zip+4

<u>Christina Ingalls</u>	<u>382 RIFLE PIT RD</u>	<u>Beulah</u>	<u>WY</u>	<u>82712</u>
Incorporator	Street Address	City	State	Zip+4

<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
Incorporator	Street Address	City	State	Zip+4

<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
Incorporator	Street Address	City	State	Zip+4

## Article VII

Directors: Three or more directors are required by law, SDCL 47-23-14. List each director and that director's address.

The number of directors constituting the initial board of directors: 7

Justin Griffith	2409 N Canyon St	Spearfish	SD	57783
Director	Street Address	City	State	Zip+4
Greg Krier	707 E Harding St	Spearfish	SD	57783
Director	Street Address	City	State	Zip+4
Christina Ingalls	382 Rifle Pit Rd	Beulah	WY	82712
Director	Street Address	City	State	Zip+4
Jim Walker	1754 Iron Horse Loop	Spearfish	SD	57783
Director	Street Address	City	State	Zip+4
Rich Loose	211 State St	Spearfish	SD	57783
Director	Street Address	City	State	Zip+4
Bill Coburn	3920 Ward Ave	Spearfish	SD	57783

## Article VIII

If the corporation is to have one or more classes of members, any provision which the incorporators elect to set forth designating the class or classes of members and stating the qualifications and rights of the members of each class.

This Corporation shall have one or more classes or members as from time to time determined by the Board of Directors. Members are entitled to vote and the Board of Directors may seek input from any of the members regarding any issue. Membership fees shall be established by the Board of Directors from time to time at an annual or special meeting pursuant to the By-Laws of the Corporation.

## Article IX

If the directors are not to be elected or appointed by one or more classes of members, a statement of the manner in which such directors shall be elected or appointed.

The Board of Directors of the Corporation shall consist of seven members: President, Vice President, Secretary, Treasurer and three Members at Large. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but at no time shall there be less than three Directors. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any Director removed as a Director of the corporation by the vote of two-thirds of the Directors for violating these By-Laws, neglect of duty of office, or behavior injurious to the Corporation. No such action shall be taken until the Director has been advised of specific charges, given reasonable time to prepare a response, and afforded a full hearing before the Board of Directors.

Vacancies or newly created positions on the Board of Directors shall be filled by the Board of Directors. Each Director selected by the Board of Directors to fill a vacancy shall serve until the Director resigns or is removed by the Board of Directors pursuant to the By-Laws.

## Article X

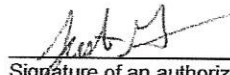
Any provisions which the incorporators elect to set forth for the regulation of the internal affairs of the corporation, including any provision for the distribution of assets on dissolution or final liquidation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article I hereof. No substantial part of the activities of the Corporation shall be carrying on or propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

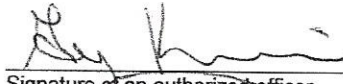
Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to an entity or entities which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for charitable purposes.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a civil and/or criminal penalty (SDCL 22-39-36).

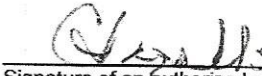
Dated 23-Jul-18

  
Signature of an authorized officer  
**Justin Griffith**  
Printed Name  
**President**  
Title

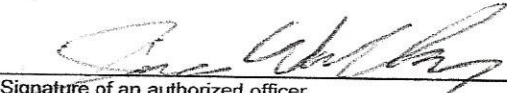
Dated 7.25.18

  
Signature of an authorized officer  
**Greg Krier**  
Printed Name  
**Vice President**  
Title


Dated 24 Jul 18

  
Signature of an authorized officer  
**Christina Ingalls**  
Printed Name  
**Treasurer**  
Title

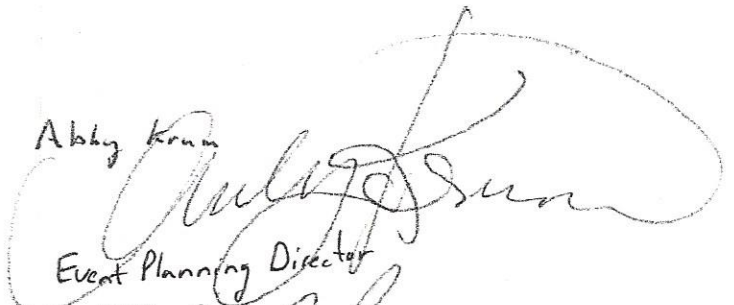
Dated 7/22/18

  
Signature of an authorized officer  
**Jim Walker**  
Printed Name  
**Secretary**  
Title

Dated 7/25/18

  
**Rich Loose**  
Director of Communications

Dated: 7/25/18

  
**Abby Krum**  
Event Planning Director

Dated: 7-25-18

  
**Bill Coburn**  
Fundraising Director