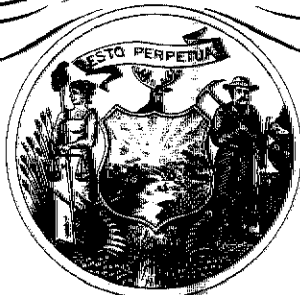


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

IRA H. MASTERS

I, ~~GEORGE H. CURTIS~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WEISER VALLEY ROUND-UP AND FAIR ASSOCIATION INC.

was filed in the office of the Secretary of State on the **twenty-first** day of **April** A. D. One Thousand Nine Hundred **Forty-five** and is duly recorded ~~in Book~~ **on film roll** **No. 4** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103 and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **fifty (50) years** from the date hereof, with its registered office in this State located at **Weiser** in the County of **Washington** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **twenty-first** day of **April**, in the year of our Lord one thousand nine hundred **forty-five**, and of the Independence of the United States of America the One Hundred **Sixty-nine**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
WEISER VALLEY ROUND-UP AND FAIR
ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit cooperative association as provided for by Chapter 10, Article 29 of Idaho Code Annotated, 1932 official edition, and we hereby certify:

ARTICLE I.

That the name of the association shall be the "WEISER VALLEY ROUND-UP AND FAIR ASSOCIATION INC."

ARTICLE II.

The place where the principal office for the transaction of the business of this Association is to be located in the city of Weiser, Washington County, State of Idaho.

ARTICLE III.

That the existence of this Association shall be for a period of fifty years and the time of the commencement of this Association shall be the day on which a copy of these Articles of Incorporation shall be filed in the office of the Secretary of State of the State of Idaho.

ARTICLE IV.

That the purposes for which said Association is formed are as follows:

(a) To promote, sponsor, sanction, foster and encourage agriculture, horticulture, mechanics, manufacturing, stock raising, athletics, round-ups, rodeos, fairs, exhibitions and general domestic industry and welfare; to provide for, procure and stage round-ups, fairs, shows, exhibits, athletics and other social entertainments; to advertise, develop and promote in all ways the resources of our community, county, state and nation; to foster and promote in any and all ways the commercial, physical, intellectual and moral development and welfare of our community, county, state and nation.

(b) To option, contract for, lease, purchase, accept by gift, or otherwise acquire, real estate for any of its purposes, and to erect or place buildings, parks, diamonds, athletic facilities and other improvements thereon.

(c) To option, contract for, lease, purchase, accept by gift, or otherwise acquire personal property of all kinds; to mortgage, bond and otherwise lien, pledge and hypothecate any of its property real or personal; and to borrow and loan money; and to sell or otherwise dispose of any of its property real or personal.

(d) To devote or pay out any of its income or funds in carrying out any of its purposes.

(e) To make and perform contracts of any kind and description in carrying on its business or for the purpose of furthering or attaining any of its objects or purposes; to do any and all other acts and things and to have and exercise any and all further powers which may be done or possessed by an individual and/or which may seem necessary, or implied incident to furthering any of its purposes; and to do any and all things and to have any and all powers now or which may be hereafter granted to, or conferred upon such Association by law.

ARTICLE V.

That this Association is not organized for pecuniary profit, but is non-profit sharing; all the property and income of said Association shall be devoted to and used for the purposes above expressed; provided, however, that in case of the liquidation or the dissolution of said Association, the termination of its charter, or the sale of all of its property, the Association, by a vote representing at least a majority of the total membership of the Association at a meeting held for the purpose of distribution of the Association assets, may be paid over and distributed to its members or otherwise disposed of, as such meeting by such majority vote may determine to be for the general public welfare.

ARTICLE VI.

These articles may be amended in any respect conformable to the laws of this state by a vote representing at least a majority of the outstanding membership at a membership meeting, called for that purpose, by giving two weeks notice of same by advertisement in some newspaper published and of general circulation in Washington County, Idaho, and called as otherwise provided by law, and that so far as may be lawful, the original purposes of said corporation may be attained and changed by such meeting.

ARTICLE VII.

That this association shall be a non-profit cooperative association organized under the provisions of Chapter Ten of Article Twenty-nine of the Idaho Codes Annotated, and that this Association shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can become a member of the Association by such transfer, except by unanimous resolution of the board of directors under such regulations as the by-laws may prescribe.

ARTICLE VIII.

That the government and management of this Association shall be Couper, vested in a board of **eight** directors and that Chester Thorson, Eldon/ Claude Wade, William Carson, G. B. Adams, Vern Chamberlin, Sam Lund and James Fleetwood shall constitute the first board of directors of said Association and shall hold their offices as such until their successors are elected and qualified.

ARTICLE IX.

That the power and authority to adopt, repeal, amend and adopt new by-laws hereby is delegated to the board of directors of this Association by the vote of at least a majority of the duly elected

or appointed directors of the Association.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
the day of , 1945.

Chesty Thorson (SEAL)

Eldon Carpenter (SEAL)

James F. Fleetwood (SEAL)

John M. Carson (SEAL)

All of Weiser, Idaho

June 1942 (SEAL)

Walter Chamberlain (SEAL)

H. B. Adams. (SEAL)
Sam. L. Smith

Sam Lunn

STATE OF IDAHO :
County of Washington : ss.

On this the 8th day of April, 1945, before me, the Eldon
undersigned, a Notary Public in and for said state, personally Couper,
appeared Chester Thorson, Claude Wade, William Carson, G. B. Adams,
Vern Chamberlin, Sam Lund and James Fleetwood, known to me to be
the persons whose names are subscribed to the foregoing instrument,
and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
notarial seal this the day and year in this my certificate first
above written.

Frank V. Joseph
Notary Public for Idaho,
Residing at Weiser, Idaho.

My commission will expire:

March 1st, 1949