

CERTIFICATE OF INCORPORATION
OF

SOUTHWEST IDAHO TRAIL AND DISTANCE RIDERS, INC.

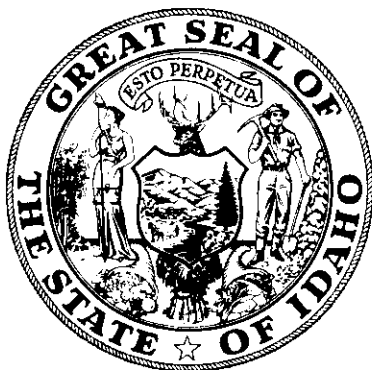
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SOUTHWEST IDAHO TRAIL AND DISTANCE RIDERS, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____ October 11 , 19 79 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED
ARTICLES OF INCORPORATION
OCT 17 11 48 AM '79
OF
SECRETARY OF STATE
SOUTHWEST IDAHO TRAIL AND DISTANCE
RIDERS, INC.

We, the undersigned natural persons of the age of eighteen years or more, residents of the State of Idaho, do hereby voluntarily associate ourselves for the purposes hereinafter set forth. To promote those purposes we desire to form a social, benevolent and fraternal corporation under the laws of the State of Idaho, pursuant to Section 30-301, et seq, Idaho Code. We therefore set forth, declare and certify that:

I. CORPORATE NAME: The name of this Corporation is Southwest Idaho Trail and Distance Riders, Inc.

II. DURATION: The duration of this Corporation is unlimited.

III. PURPOSE: The nature of the organization and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, as follows:

1. To promote an exchange of ideas and experiences between endurance and trail riders.

2. To promote effective communication between endurance and trail riders of this region with other endurance and trail riding organizations.

3. To promote effective communication between endurance and trail riders with agencies and organizations, both governmental and private, which have an impact on endurance and trail riding activities.

4. To elevate the status of endurance and trail riders, to promote, improve and protect the sport of endurance and trail riding, including its public image.

5. To promote and develop solutions to problems experienced by endurance and trail riders.

6. To promote education of endurance and trail riders to the mutual benefit of horses, riders and the public.

IV. POWERS: Subject to any specific written limitations or restrictions imposed by law, or by these articles of incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Paragraph III above, the Corporation shall have and exercise the following powers:

1. Perpetual Succession: To have perpetual succession by its corporate name.

2. Legal proceedings: To sue and be sued, complain and defend, in its corporate name.

3. Corporate Seal: To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

4. Property---Acquiring and Dealing Therein: To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

5. Property-Disposal Thereof: To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. Securities of Others: To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or

direct or indirect obligations of the United States or any government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. Contracts and Other Liabilities: To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. Loans of Corporate Assets: To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. Business Operations: To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act in any state, territory, district, or possession of the United States, or in any foreign country.

10. Officers and Agents: To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

11. Code of By-Laws: To make and alter a Code of By-Laws, not inconsistent with these Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.

12. Donations. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

13. Indemnification of Directors and Officers. To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a

creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreement, vote of shareholders, or otherwise.

14. Winding-Up of Affairs: To cease its corporate activities and surrender its corporate franchise.

15. Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

16. Capacity to Act: To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes set forth in Paragraph III of these Articles and such as are not repugnant to law.

17. To act as Agent: To act in the District of Columbia and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for an individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Paragraph III of these articles.

18. To Deal in Franchises, Patent, Rights, Etc.
To acquire (by purchase, exchange, lease, hire, or otherwise), hold, use, sell, assign, lease, and grant the absolute interest in and to, and license or sub-license in respect of, franchises,

creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreement, vote of shareholders, or otherwise.

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indeterminate permits, certificates of convenience and necessity, certificates of authority, letters patent, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names.

19. To Enter into Profit-Sharing Arrangements and Partnerships: To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purpose set forth in Paragraph III of these Articles, and to enter into any general or limited partnership, the purpose of which is similar to such purposes.

20. To Execute Guaranties: To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the purposes set forth in Paragraph III of these Articles.

V. REGISTERED OFFICE: The location and post office address of the registered office of the Corporation in the State of Idaho is *Byron K. Meredith, 8445 So. Locust Grove, Meridian, Idaho 83642*

VI. MEMBERSHIP CERTIFICATES: There shall be no stock in this corporation, but shall be only membership certificates, which certificates shall not be transferable.

VII. CERTIFICATION: A meeting and election was held on February 16, 1976, for the election of a Board of Directors, at Meridian, Idaho at 8:00 o'clock P.M., at which a majority of the membership of this association was present and voted.

That the membership elected by majority vote as its

Rt 1, Caldwell, Idaho
Rt 1, Eagle, Idaho
Rt 1, Kuna, Idaho
Directors ~~Arlene Morris, Mary Van De Bogart, Winnie Morrison, Andrea~~
~~Day, Dan Pease, Sylvia Topel, Patty Girdner, Byron Meredith, Nan Brubaker~~
Box 174, Mountain Home, Idaho
Rt 1, Caldwell, Idaho
717 Train, Kuna, Idaho
Rt 1, Caldwell, Idaho

That prior to holding of said meeting and election,
notice thereof was published in the following form, to-wit:

NOTICE OF ELECTION OF BOARD
OF DIRECTORS OF NON PROFIT
CORPORATION

NOTICE IS HEREBY GIVEN, pursuant to Section 30-1102,
Idaho Code, that on February 16, 1979, at 8:00 o'clock P.M.
at the American Legion Hall at the corner of Broadway Avenue
and Meridian Street in the City of Meridian, County of Ada,
State of Idaho, an election will be held for the purpose
of electing a board of directors for a non profit corporation
known as the Southwest Idaho Trail and Endurance Riders,
a fraternal organization.

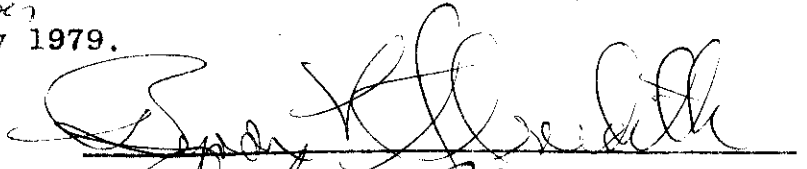
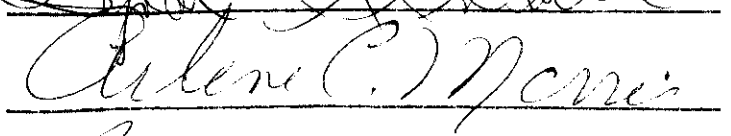
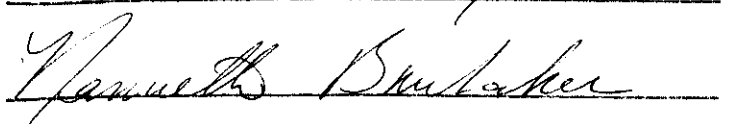
William J. Tway
Attorney at Law
P.O. Box 1457
Boise, Idaho 83702

That said publication was made in the Idaho Statesman,
a newspaper published in Boise, Idaho which has general cir-
culation throughout the City of Meridian, Idaho on February
2, 1979 and February 9, 1979 and that said notice was also
posted at the building known as the American Legion Hall at
Broadway and Meridian Streets, Meridian, Idaho, which is the
place where this Association's members met, continually for
a period in excess of two weeks prior to said meeting and
election.

VIII. NAMES OF INCORPORATORS:

<u>Name</u>	<u>Address</u>
Arlene Morris	1890 Shaw Mountain Rd., Boise, Idaho
Nannette Brubaker	Rt. #1, Eagle, Idaho
Byron K. Meredith	8445 So. Locust Grove Meridian, Idaho

IN WITNESS WHEREOF, we, the undersigned, being each of the original incorporators hereof, for the purpose of forming this social, benevolent and fraternal corporation to do business within and without the State of Idaho, and in pursuance of Sec. 30-1101, et seq, Idaho Code of the corporation laws of the State of Idaho, do make and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 19th day of ^{September} ~~February~~ 1979.

STATE OF IDAHO)

ss.

County of Ada)

On this 19 day of ~~February~~ ^{September}, 1979, before me, the undersigned, a Notary Public in and for the said State, personally appeared BYRON K. MEREDITH, known to me to be the person whose name is subscribed to the above instrument, and acknowledged to me that he executed the same.

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


Notary Public for Idaho -
Residing at Boise Idaho