

**ARTICLES OF INCORPORATION**

**FILED EFFECTIVE**

2014 JAN -9 AM 8:45

**OF**

**IDAHO JUNIOR HIGH DIVISION RODEO ASSOCIATION, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, being a citizen of the United States of America and of lawful age, acting as Incorporator pursuant to the Idaho Non-profit Corporation Act, I.C. 30-3-1 et seq. hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this Corporation is **IDAHO JUNIOR HIGH DIVISION RODEO ASSOCIATION, INC.**

**ARTICLE II**

**Non-Profit Corporation Purposes and Powers**

This Corporation may have members and shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members. It is organized solely for nonprofit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual.

The purposes and powers of the Corporation are the following:

1. To have specifically, and exclusively, charitable, educational or scientific purposes, and to have no purpose nor engage in any activity which would not be charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or by a corporation to which contributions are deductible within the meaning of Section 170(c)(2) of the Internal Revenue Code of 1954 or as these laws may be amended in the future.

2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes, but is not limited to, the following:

a. To receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purposes of this Corporation;

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- b. To apply for and receive grants, and other assistance from any agency of state or federal government;
  - c. To acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purposes, and to manage and operate any real or personal property given and devised to or acquired by the Corporation;
  - d. To sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purposes of the Corporation;
  - e. To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary; and
3. Generally to have and to exercise any and all such powers as are granted by the Idaho Nonprofit Corporation Act, and all other powers authorized or permitted to nonprofit corporations by the laws of the state of Idaho, as the same may be in effect and amended from time to time.
4. Purposes:
- a. To maintain the standards set by the National High School Rodeo Association and the Idaho Junior High Division Rodeo Association, Inc.
  - b. To be organized and exist exclusively for charitable and educational purposes.
  - c. To promote junior high school rodeo as well as high school rodeo on a statewide scale and work toward this goal by bringing statewide recognition and uniformity to the sport of rodeo for students in compliance with the National High School Rodeo Rule Book.
  - d. To promote the spirit of junior high school rodeo through the development of sportsmanship, horsemanship and character in the youth of our country.
  - e. To keep the western heritage alive in America and the state of Idaho.
  - f. To promote a closer relationship among the people interested in this activity and the organizations they represent.
  - g. To increase and maintain interest in the junior high school division in rodeo.

h. To encourage all students to continue and excel in school and to improve his/her overall education.

i. No part of the net earnings of the corporation shall insure the benefit or be distributable to its members, trustees, officers or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and makes payments and distributions in furtherance of the purposes set forth in the paragraphs 4a-h hereof. Notwithstanding any other provisions except as provided in these Articles, the corporation shall not carry on any other activities not permitted:

i. By a corporation exempt from Federal Income Tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ii. By a corporation contributions(s) to which are deductible under section 170(c) (2) of the Internal Revenue Code of the 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III**

#### **Duration and Location**

The duration of the Corporation shall be perpetual.

The location of this Corporation is 395 Glendale Road, Bellevue, ID 83313, and Kelli Lynn Taylor is the initial registered agent at this address.

### **ARTICLE IV**

#### **Membership; Board of Directors**

The initial Board of Directors of the Corporation shall include those persons listed below. Those members of the initial Board of Directors are empowered to appoint the first Board of Directors of this Corporation. Thereafter, the directors representing each district shall be elected by the members of that district. The interests of each member of the Board of Directors are equal, and the members shall have no property rights in the Corporation.

#### **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall be fixed by the Board and may be changed by them; provided, however, that there shall be not less than three (3) nor more than twenty-five (25) voting members of the Board of Directors, exclusive of any non-voting members of any advisory board appointed by the Board of Directors in accordance with the Bylaws. Subject to these

limitations, the number of Directors shall be fixed by the Bylaws. Directors shall be elected or appointed in the manner and for the terms specified in the Bylaws. The initial Board of Directors for one year from the date of incorporation shall consist of fifteen persons, with three vacancies to be filled by the respective districts:

1. Tom or Kathryn Newman, P.O. Box 2, Swan Valley, ID 83449.
2. Bill Bradshaw, P.O. Box 126, Challis, ID 83226.
3. Wayne Pulsipher, 2858 E. Marion Circle, Preston, ID 83263.
4. Samantha Portenier, 17238 Plum Rd. Caldwell, ID 83607.
5. Jared Farr, HC 63 Box 1770-1, Challis, ID 83226.
6. Brenda Reay, 1477 Hwy 201, Adrian, OR 97901.
7. Dallas or Ronda Edwards, 412 Toll Rd., Kooskia, ID 83539.
8. Sean or Katie Maloney, 1242 Indian Head Rd., Weiser, ID 83672.
9. Kelly Duffin, 12323 W. Reservation Rd., Pocatello, ID 83202.
10. Jay Faulkner, 1877 E. 2000 S., Gooding, ID 83330.
11. Will Bedke, P.O. Box 114, Oakley, ID 83346.
12. Justin or Tracie Smith, P.O. Box 27, Georgetown, ID 83239.
13. Troy Lloyd, P.O. Box 5, Dingle, ID 83233.
14. Pete Bradshaw, P.O. Box 126, Challis, ID 83226.
15. Jake Pulsipher, 46 W. 1<sup>st</sup> N., Weston, ID 83286.

## **ARTICLE V**

### **Officers**

The officers of the Corporation shall be president, first vice president, second vice president, and national director, who shall be elected annually by the Board of Directors. All officers shall serve until their successors are elected. The Board of Directors shall have the power to fill vacancies in the offices at any time. An officer so elected to fill such a vacancy shall serve until the next annual meeting of the Board of Directors or until a successor is elected. The officers shall have a secretary/treasurer who is not a voting member of the Board of Directors and shall have no vote in the meetings of the officers.

## **ARTICLE VI**

### **Bylaws**

The Board of Directors shall adopt Bylaws regulating the affairs and prescribing the duties of the officers and directors of the Corporation, which Bylaws shall not be inconsistent with these Articles.

## **ARTICLE VII**

### **Executive Director**

The Board of Directors may appoint an Executive Director of the Corporation if needed and shall fix the compensation, prescribe the duties and term of employment, and supervise and evaluate the job duties of such Executive Director.

## **ARTICLE VIII**

### **Dissolution**

In the event of dissolution of this non-profit corporation, any assets belonging to the Idaho Junior High Division Rodeo Association, Inc., after paying or making provisions for payment of all liabilities of the corporation, the corporation will dispose of the assets for the purpose of the corporation and in such manner or to such organization or organizations organized and operated exclusively for charitable, education or scientific purposes as shall at the time qualify as an exempt 1954 ( or the corresponding provisions of any future United State Internal Revenue Law), as the board of this corporation shall determine. Any such assets not so disposed of shall be disposed by the court of the county in which the principal office of the corporation has been located, as said court shall determine which are organized and operated exclusively for such purpose.

## **ARTICLE IX**

### **Amendments**

The Articles may be amended upon a majority vote of the members present and voting at any meeting of the Corporation, provided that a copy of the proposed amendment shall have been mailed to each member of the Corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

## **ARTICLE X**

### **Director Liability**

1. The private property of the directors of the Corporation shall not be subjected to the payment of the corporate debts and no director shall become individually or personally liable or responsible for any debts or liabilities of the Corporation.
2. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he

or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the director is liable for misconduct, as defined by Idaho Code § 30-3-85, or as defined in I.C. 30-3-108.

## **ARTICLE XI**

### **No Discrimination**

The Corporation shall not discriminate against any person on the basis of race, age gender ethnicity, religion, creed, color, national origin, handicap or disability.

## **ARTICLE XII**

### **Incorporator**

The name and addresses of the Incorporator is as follows:

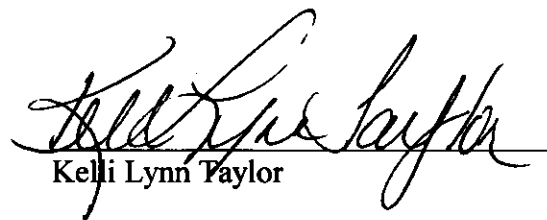
#### **NAME**

#### **ADDRESS**

Kelli Lynn Taylor

P.O. Box 4498  
Hailey, ID 83333

IN WITNESS WHEREOF the party hereto has subscribed his name on the day and year first written above.



Kelli Lynn Taylor

STATE OF IDAHO                    )  
  )ss.  
County of Blaine                    )

On the 3rd day of January, 2014, before me, a Notary Public, in and for said County and State, personally appeared Kelli Lynn Taylor, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that she 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.

Lacie Thompson  
NOTARY PUBLIC FOR IDAHO  
Residing at: Bellvue, ID  
My commission expires: 11/28/2014

