

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

STATE LINE STADIUM/SPEEDWAY, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: **November 19, 1990**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Elizabeth M. Parake*

ARTICLES OF INCORPORATION  
OF  
STATE LINE STADIUM/SPEEDWAY, INC.

We, the undersigned persons of the age of eighteen years, or more, as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME

The name of this corporation is State Line Stadium/Speedway, Inc.

ARTICLE 2. DURATION

The period of its duration is perpetual.

ARTICLE 3. PURPOSES

This corporation is organized for the following purposes:

- A. To operate an automobile race track and act as a promoter of automobile races; and
- B. To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.
- C. To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them, and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article 3 shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

ARTICLE 4. SHARES

This corporation shall have authority to issue 100 shares of common stock, and each share shall have a par value of .01.

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## ARTICLE 5. COMMENCEMENT OF BUSINESS

This corporation will not commence business until consideration of the value of at least Five Hundred Dollars (\$500.00) has been received as paid in capital.

## ARTICLE 6. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm, association or other entity of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided, that the fact of such interest shall be disclosed to or known by the directors acting on such contract or transaction.

## ARTICLE 7. DIRECTORS

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of two (2) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders and until their successors are elected and qualify, unless they resign or are removed, are:

Volkert W. Doellefeld  
1025 Beck Rd. North  
Post Falls, ID 83854

Joe G. Doellefeld  
1025 Beck Rd. North  
Post Falls, ID 83854

## ARTICLE 8. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

## ARTICLE 9. REGISTERED OFFICE, AGENT

The address of the initial registered office of this corporation is 1025 N. Beck, Post Falls, ID 83854, and the name of its initial registered agent is Joe G. Doellefeld.

ARTICLE 10. PRE-EMPTIVE RIGHTS

Pre-emptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE 11. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall exist with respect to shares of stock of this corporation.

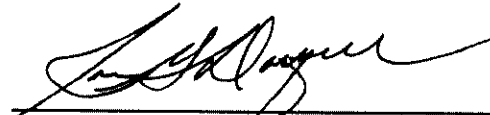
ARTICLE 12. AMENDMENTS OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

ARTICLE 13. INCORPORATOR

The name and address of the incorporators are Volkert W. Doellefeld and Joe G. Doellefeld, 1025 Beck Rd. North, Post Falls, ID 83854.

Dated this 12<sup>TH</sup> day of NOVEMBER, 1990.

  
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Joe G. Doellefeld, Incorporator/  
Registered Agent

  
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Volkert W. Doellefeld, Incorporator