

ARTICLES OF INCORPORATION

OF

INTERMOUNTAIN CHAPTER OF HARLEY OWNERS GROUP, INC.

FILED  
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SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the Idaho Non-Profit Corporation Act, Idaho Code Title 30, Chapter

3, et seq., the undersigned natural person, being of full age and a resident of the State of Idaho, in order to form a non-profit corporation for the purposes hereinafter stated, does hereby, as incorporator, adopt the following articles of incorporation and certify:

1. The name of the Corporation is Intermountain Chapter of Harley Owners Group, Inc.
2. The period of the duration of the Corporation is perpetual.
3. The street address and county of the initial registered office of the

Corporation is:

Cycle Nuts & Bolts  
3602 Chinden Boulevard  
Ada County, Idaho  
Garden City, ID 83714

4. The mailing address of the initial registered office is:

Dick Rockrohr  
Cycle Nuts & Bolts  
3602 Chinden Boulevard  
Garden City, ID 83714

5. The name of the initial registered agent is: Dick Rockrohr

6. The name and address of the incorporator is as follows:

Dick Rockrohr  
2715 Autumn Way  
Meridian, ID 83642

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7. The street and mailing address and county of the principal office of the Corporation is:

Cycle Nuts & Bolts  
3602 Chinden Boulevard  
Ada County, Idaho  
Garden City, ID 83714

8. The Corporation shall have no members.

9. Purposes and Powers of the Corporation:

(A) The purposes for which a non-profit corporation may be formed under Idaho Code § 30-3-23; and

(B) The Corporation shall have all powers conferred under the Idaho Non-Profit Corporation Act, Title 30, Chapter 3, Idaho Code, and any successor provision now enacted or hereafter amended, but shall exercise such powers only in fulfillment of a stated purpose; and,

(C) The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Idaho Non-Profit Corporation Act, Title 30, Chapter 3, Idaho Code. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor;

2. Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the same manner set forth above; and

(D) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(7) of the Internal Revenue Code; and

(E) To engage in the lawful acts or activities for which not-for-profit corporations may be organized under Section Idaho Code § 30-3-23, including but not limited to the borrowing of money from time to time; making, accepting, endorsing, executing, and issuing bonds, debentures, promissory notes, bills of exchange, etc., for monies borrowed or in payment of property acquired or for any of the other objects or purposes of the Corporation or its business and to secure the payment of any such obligations by mortgage, pledge, security interest, or otherwise; and

(F) To enter into, make, perform and carry out contracts of every kind, with any person, firm corporation public or private; and

(G) To make and accept donations; and

(H) : To guarantee or assume liability for the payment of principal of, or dividends or interest on, in respect to evidences of indebtedness, or other securities or obligations of any kind whatsoever, by whomsoever issued; and to guarantee or assume liability for the performance of any other contract; and

(l) To do everything necessary, suitable and proper for the accomplishment, attainment or furtherance of the purposes of the Corporation and to do every other act or thing incidental to, appurtenant to, growing out of or connected with the purposes, objects or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all of the rights, powers and privileges now or hereafter conferred by the laws of the State of Idaho upon a not-for-profit corporation organized under the laws of the State of Idaho and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Idaho.

10. The Corporation shall have no capital stock.

11. The number of Directors constituting the initial Board of Directors shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one.

12. The name and address of the person who is to serve as initial Director is as follows:

Dick Rockrohr  
2715 Autumn Way  
Meridian, ID 83642

13. The Director(s) shall be selected as set forth in the Bylaws.

14. **Mandatory Indemnification:** The Corporation shall, to the fullest extent provided by law, indemnify each Director and officer against any and all liabilities, and advance any and all reasonable expenses incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because such person is a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors and Officers. The rights to indemnification granted hereunder shall not be deemed exclusive or any other rights to indemnification against liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, statutes or common law. The Corporation may, but shall not be required to, supplement the right of indemnification against Liability and advancement of expenses under this Section by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section.

15. **Limited Liability of Volunteers:** Each individual (other than an employee of the Corporation) who provides service to or on behalf of the Corporation without compensation ("volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by statutory or common law. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing service to or on behalf of the Corporation without compensation is not acting within the

scope of his or her professional practice under such license, certificate, permit or registration unless otherwise expressly stated to the Corporation in writing.

16. These Articles will be effective upon filing, unless a later time and/or date is specified.

Dated this 14 day of April, 1998.

  
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Dick Rockrohr