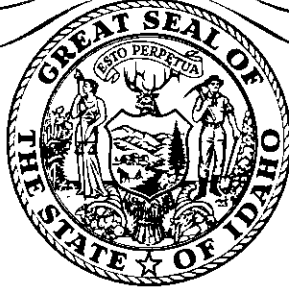


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ~~PETE T. GENARRUSA~~ ARNOLD WILLIAMS, 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

IDAHO'S JUNIOR MISS PAGEANT, INC.

was filed in the office of the Secretary of State on the **fourth** day of **December** A. D. One Thousand Nine Hundred **seventy** and is ~~also~~ recorded on ~~Film No. -----~~ microfilm of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Moscow, Idaho** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

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 **fourth** day of **December**, A.D., 19 **70**

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO'S JUNIOR MISS PAGEANT, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of legal age and citizens of the United States of America and the State of Idaho, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be "Idaho's Junior Miss Pageant, Inc."

ARTICLE II

The purposes for which said corporation is formed are:

To further, by all proper and legitimate agencies and means, the administration, supervision, control, and conduct of the Idaho's Junior Miss Pageant; to promote, encourage, foster, and stimulate an interest in education, good scholarship, physical fitness, by granting awards, grants, and educational scholarships to the qualified contestants of the Idaho's Junior Miss Pageant; to promote, encourage, and foster good will and publicity for the State of Idaho, and its citizens, in providing for the recognition of Idaho's outstanding young women; the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States internal revenue law.

To secure and hold the franchise for state pageant organizations or sponsors from America's Junior Miss Pageant, Inc.,

GLEN G. UTZMAN
LAWYER
MOSCOW, IDAHO

copyrights, and plates of books, periodicals, tracts and pamphlets; to publish, print, buy, sell and circulate literature in any or all languages and countries; to receive gifts, legacies and donations from any source whatsoever; to make gifts and appropriations from any or all of its resources from time to time to carry out the objects and purposes of the corporation; and to exercise all such power and authority as may be necessary to carry out the purposes and objects above specified, but the purpose and essence of this corporation, being purely benevolent, charitable and philanthropic, it is expressly declared that this is a corporation not for gain or individual profit and that no dividend shall ever be declared or paid to any of its members, and that none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

To acquire, hold, own, use, lease, let, mortgage, hypothecate, pledge, sell or otherwise dispose of all manner of real or personal property whatsoever that may be reasonably necessary for the purpose of carrying into effect one or more of the objects of this corporation.

To make and enter into all necessary contracts and agreements, to borrow money, to lend money, to evidence of indebtedness of the corporation by notes, bonds or other instruments and to do all acts, and to make, execute and deliver all necessary instruments for the carrying out of the purposes of this corporation; to acquire and own stock, bonds and securities of other corporations while owning the same to exercise all the privileges of ownership consistent with the corporation character of this corporation.

To act either as, or by and through principals, agents,

attorneys, trustees, contractors, factors, lessors, lessees or otherwise, either alone or in connection with others; to do any and all things convenient and incidental to the purposes of the herein expressed, and generally to have and exercise all powers as are by law conferred on the corporations of like character, without in any particular limiting any of the powers or purposes of the corporation, and in connection, with its objects to do any and all things and to exercise any and all powers not prohibited by law.

ARTICLE III

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IV

In the event the corporate purpose shall ever fail or in the event that it should for any reason cease to function, no part of its property, funds, or assets shall be divided or inure to the benefit of any of its members. Upon the resolution of

the corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office for the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The duration and term of existence of this corporation shall be perpetual.

ARTICLE VI

The location and post office address of the registered office of the corporation is P.O. Box 221, City of Moscow, County of Latah, State of Idaho.

ARTICLE VII

This corporation is not organized for profit and shall have no capital stock and shall be composed of members rather than shareholders in accordance with the foregoing provisions.

ARTICLE VIII

The conditions and regulations of membership and the

rights and privileges of membership shall be determined and fixed by the By-laws.

ARTICLE IX

The private property of the members shall not be subject to the payment of the corporate debts, liabilities or obligations to any extent whatsoever.

ARTICLE X

The number of Directors of this corporation shall be not less than six nor more than twenty as set from time to time in the By-laws of the corporation. The Director's qualifications and terms of office, manner of election (except the first Board of Directors which was elected as herein set forth), time, place, and manner of calling meetings and other powers and duties of the Directors shall be prescribed by the By-laws.

ARTICLE XI

The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be provided by the By-laws, and their qualifications, terms of office, manner of election, time, place, and manner of calling meetings and other powers and duties shall be prescribed by the By-laws. The officers of the corporation shall be elected by and from the Board of Directors. In addition to the powers and authority by the Articles of Incorporation expressly conferred upon them, the Board of Directors may exercise all powers of the corporation and do all lawful acts and things as are not by law or by Articles of Incorporation directed. The general management, administration and direction of the affairs of the corporation shall be vested in the Board of Directors.

ARTICLE XII

The names and post office address of each of the incorporators of this corporation are as follows:

NAME	ADDRESS
Wilbur Heflin	818 E. Seventh, Moscow, Idaho
Larry Cunningham	Robinson Lake Road, Moscow, Idaho
Robert Spence	620 N. Lincoln, Moscow, Idaho
Dan R. Pilkington	500 Queen Road, Moscow, Idaho
Randolph Myhre	929 Mabelle, Moscow, Idaho
Richard L. Flones	1120 S. Hayes, Moscow, Idaho

ARTICLE XIII

A duly called meeting of the members of Idaho's Junior Miss Pageant, Inc., was held at the Jaycee Hall, Moscow, Latah County, Idaho, on Wednesday, the 17th day of June, 1970, at the hour of 7:30 o'clock P.M., at which meeting a majority of members present voted for the election of the Directors of this corporation; notice of the time and place of holding such meeting, incorporation and election was given by the publication thereof, for two weeks prior to the said meeting in the Daily Idahonian, a newspaper of general circulation published at Moscow, Latah County, Idaho, and also by posting a like notice in a conspicuous place on the building where such election was held for the same length of time immediately preceding such election, said notice being posted at said residence at Jaycee Hall, on the 3rd day of June, 1970, and remaining posted therein to and including the said 17th day of June, 1970.

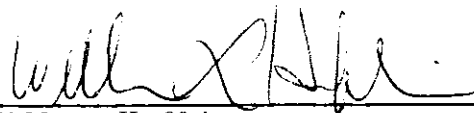
That at said meeting the following persons were duly elected Directors of this corporation by majority vote of the

members present at such meeting as follows:

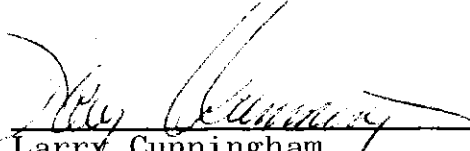
NAME	ADDRESS
Wallace Orvik	517 Ridge Road, Moscow, Idaho
Glen G. Utzman	Box 221, Moscow, Idaho
Scott Brown	725 East E, Moscow, Idaho
Richard L. Flones	1120 S. Hayes, Moscow, Idaho
Dan R. Pilkington	500 Queen Road, Moscow, Idaho
James L. Barrett	721 White, Moscow, Idaho
Larry Cunningham	Robinson Lake Road, Moscow, Idaho

At the aforesaid meeting these Articles of Incorporation were by majority vote duly adopted, and said persons so elected as Directors were duly authorized and directed to execute and file the same for record, and to duly incorporate said corporation for and on behalf of its members according to law.

EXECUTED IN TRIPLICATE this 17th day of June, 1970.



Wilbur Heflin



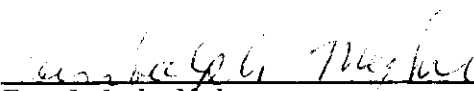
Larry Cunningham



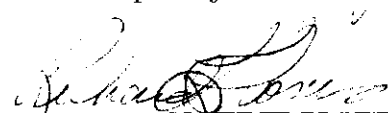
Robert Spence



Dan R. Pilkington



Randolph Myhre



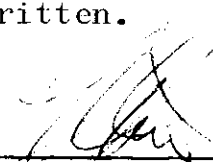
Richard L. Flones

GLEN G. UTZMAN
LAWYER
MOSCOW, IDAHO

STATE OF IDAHO)
) ss.
County of Latah)

On this 17th day of June, 1970, personally appeared before me, the undersigned, a Notary Public in and for said State, WILBUR HEFLIN, LARRY CUNNINGHAM, ROBERT SPENCE, DAN R. PILKINGTON, RANDOLPH MYHRE, RICHARD L. FLONES, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.



Notary Public in and for the
State of Idaho, residing at
Moscow therein.