

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, 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

NORTH IDAHO HORSE RACING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **eleventh** day of **August**, A. D. One Thousand Nine Hundred **thirty-five** and **was** recorded on **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Coeur d'Alene** in the County of **Bonanza** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **eleventh** day of **August**

A.D., 19 **35**

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Secretary of State

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ARTICLES OF INCORPORATION
OF
NORTH IDAHO HORSE RACING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of legal age and citizens of the State of Idaho and of the United States of America, and are bona fide residents of the State of Idaho, have this date voluntarily associated ourselves, for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

I.

That the name of this corporation shall be "NORTH IDAHO HORSE RACING ASSOCIATION, INC.".

II.

The period of existence of this corporation shall be perpetual.

III.

That the purposes for which this corporation is founded are as follows:

1. To encourage and improve the breeding of thoroughbred, purebred and/or registered horses.
2. To collect and distribute information as to all matters or things of whatsoever character concerning horses and breeding of horses, or of interest to the users thereof.
3. To organize and affiliate with other corporations, associations and organizations with objects and purposes similar to those of this corporation.
4. To establish and maintain suitable grounds and a track for exhibition and racing and contests of speed and races of

every kind and description for purses, premiums and awards made up from fees or otherwise, and to charge admissions therefore.

5. To establish, buy, lease or otherwise acquire, own, maintain, operate and dispose of real property, buildings, structures and facilities necessary or expedient for foregoing purposes.
6. To do all things that may be properly done incidental to the foregoing purposes and to have all of the rights and privileges in this state which accrue to a business corporation under laws of the State of Idaho and including specifically all rights of a "person" under the Idaho Racing Act of 1963 and any amendments thereto.

IV.

This corporation shall be and remain a cooperative association, wherein pecuniary profit is not the object of the members of the corporation; it is organized and shall exist under the provisions of Idaho Code, Section 30-1001 to 30-1006, both inclusive; no part of the earnings of this corporation shall inure to the benefit of any member or members but shall be devoted exclusively to the purposes of said corporation and to charitable, fraternal, patriotic, civic, benevolent and athletic purposes.

V.

The By-Laws of this corporation shall provide the number and qualifications of members and the terms and conditions of admission to membership. The rights and interests of all members shall be equal and no member can have or acquire a greater interest than any other member.

No member can have or acquire any right, title or interest in any of the earnings or accumulations of the corporation or its property.

In the event of dissolution of this corporation, any property remaining after the payment of debts and costs of dissolution shall be donated to a charitable use by the directors.

VI.

The government and business affairs of this corporation shall be managed by a board of not less than seven (7) directors. The number, qualifications, terms of office, manner of election and the power and duties of the Directors shall be set forth and prescribed in the By-Laws.

The Board of Directors shall elect a President, a Secretary and a Treasurer, and may elect one or more Vice Presidents.

The Directors may provide for the appointment of such other officers and agents as it may deem necessary to transact the business of the corporation.

VII.

That there shall be no capital stock of this corporation, either with or without value.

VIII.

The name and post office address of each and all of the incorporators is and are as follows:

| Name: | Address: |
|--------------------|----------------------|
| Archie Gookstetter | Coeur d'Alene, Idaho |
| Charles Hoover | Coeur d'Alene, Idaho |
| Jack C. Holmes | Post Falls, Idaho |
| Lloyd A. Jones | Harrison, Idaho |
| Delbert C. DeWolf | Hayden Lake, Idaho |

IX.

The location and post office address of its registered office in the State of Idaho shall be Coeur d'Alene, Kootenai County, Idaho.

X.

This corporation shall possess all powers granted corporations under laws of the State of Idaho and amendments thereto, and those powers necessary to the effecting of its purposes or any of the same; and be subject to the restrictions imposed by law upon corporations.

XI.

The corporation shall be governed by a code of By-Laws not inconsistent with the laws of the State of Idaho, and amendments thereto, and repeal of any By-Laws or any portion may be made by the Board of Directors at any regular or special meeting of the members thereof called for that purpose by which the affirmative vote of two-thirds of the members present at such meeting, provided that a quorum as specified by the By-Laws of the Association or the laws of the State of Idaho be present.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 4th day of August, 1965.

Archie Gookstetter
Charles P. Hoover
Jack C. Holmes

Lloyd A. Jones
Delbert C. DeWolf

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 4th day of August, 1965, before me, a notary public
in and for said county and state, personally appeared ARCHIE
GOOKSTETTER, CHARLES P. HOOVER, JACK C. HOLMES, LLOYD A. JONES and
DELBERT C. DeWOLF, known to me to be the persons whose names are
subscribed to and who executed the foregoing Articles of Incorporation
in triplicate, as their free and voluntary act for the uses and pur-
poses therein set forth.

Irwin N. Crow
Notary public for Idaho, resid-
ing at Coeur d'Alene, Commis-
sion expires: 5/10/67.