

State of Idaho

Department of State

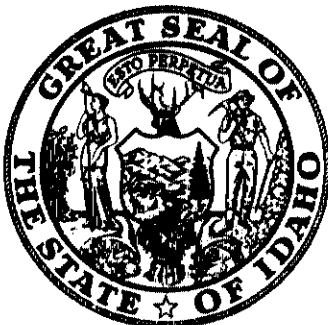
CERTIFICATE OF INCORPORATION OF

APPALOOSA, PARTBRED AND OUTCROSS REGISTRY, LTD.

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 APPALOOSA, PARTBRED AND OUTCROSS REGISTRY, LTD. duly signed pursuant to the provisions of the Idaho Nonprofit 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: February 10, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seibel*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE
APPALOOSA, PARTBRED AND OUTCROSS REGISTRY, LTD.
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ARTICLE ONE

NAME

The name of the corporation is Appaloosa, Partbred and Outcross Registry, Ltd.

ARTICLE TWO

STATUS

The corporation is a nonprofit corporation.

ARTICLE THREE

AUTHORIZATION

This corporation shall proceed under Title 30 Chapter 3, of the laws of the State of Idaho, or such laws as may be hereinafter enacted effecting the status and operation nonprofit corporations.

ARTICLE FOUR

PURPOSE

The purpose for which the corporation is formed is as follows:

(a) To establish and maintain a registry of Appaloosa, Partbred and Outcross horses, to promote the Appaloosa breed, to sponsor equine sports and activities, and further education of the public about horses, the Appaloosa breed and all related matters.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code Section 501 subdivision (c)(3).

ARTICLES OF INCORPORATION -1-

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ARTICLE FIVE

FUNDING

This corporation is to be financed under the following general plan:

- (a) By annual assessment of membership fees;
- (b) Fees for registration of horses and related services;
- (c) Charitable contributions; and
- (d) Entrance Fees for equine events and related activities.

Under the provisions of the above cited statutes, the corporation does not intend to issue shares of stock.

ARTICLE SIX

DURATION

The existence of the proposed corporation is perpetual, from the date hereof.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Louise Vassallo	Rt. 1 Box 636, Pullman, WA 99163
Debbie Sherman	SW 700 Staley Dr., Pullman, WA 99163
Kersti Rienstad-Long	SE 410 Derby St., Pullman, WA 99163

The directors named in these articles of incorporation as the first board of directors shall hold office until the first annual meeting of the members, at which an election of directors shall be held. Thereafter the term of office of each director shall be three (3) years.

ARTICLE EIGHT

INCORPORATORS

The name and street address of the incorporator is Louise Vassallo of Route 1 Box 636, Pullman, WA 99163.

ARTICLE NINE

OFFICERS AND MEMBERS

The qualifications required of officers and members are as follows:

Any natural person who is interested in promoting the Appaloosa horse breed and the promotion of equine education and who has paid the current annual membership assessment or dues.

The chairman of the board of directors, the president and the vice president, secretary, and treasurer must be members of the board of directors; but other officers may be elected or appointed who are not members of the board of directors.

ARTICLE TEN

LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of the 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, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE ELEVEN

DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain for profit for the members thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious and/or scientific purposes and which has established its tax exempt status under Section 501 subdivision (c) (3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the District Court of the County in which this corporation principal office is located, on petition therefore by any person concerned in liquidation.

ARTICLE TWELVE

BOARD OF DIRECTORS

The board of directors shall be a self-perpetuating body. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the then remaining directors, shall within a reasonable time, fill the vacancy, or vacancies, until the next scheduled election of directors wherein a director, or directors, shall be elected for the remaining portion of that term.

ARTICLE THIRTEEN

INITIAL REGISTERED OFFICE

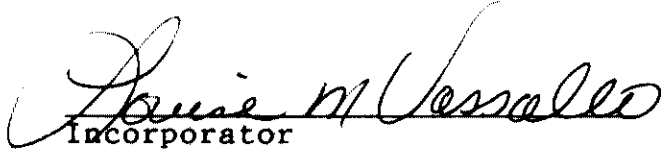
The initial registered office of the corporation shall be located at 511 South Main, PO Box 459, Troy, Idaho 83871.

ARTICLE FOURTEEN

INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be John F. Porter, whose address is PO Box 459, 511 South Main, Troy, Idaho 83871.

IN WITNESS WHEREOF, the incorporator has executed these articles of incorporation at Troy, Idaho on the 31 day of January, 1994.


Incorporator