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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO'S WORLD POTATO EXPOSITION, INC.

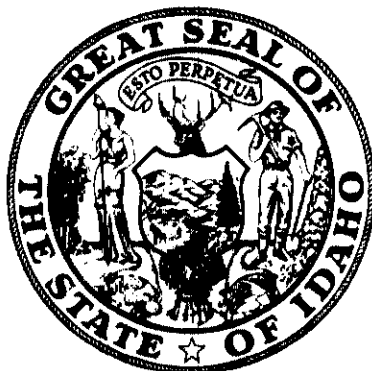
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO'S WORLD POTATO EXPOSITION, INC.

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 September 07, 1990.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

RECORDED
SERIALIZED
90 SEP 7 PM 1 44

ARTICLES OF INCORPORATION
IDAHO'S WORLD POTATO EXPOSITION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons being of full age and citizens of the United States of America, in order to form a non-profit cooperative association for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be IDAHO'S WORLD POTATO EXPOSITION, INC.

ARTICLE II

The purposes for which said Corporation is formed are:

- A. To establish a permanent, high quality potato exposition in Blackfoot, Idaho, featuring the world famous Idaho potato.
- B. To promote and advertise the famous Idaho potato, to proclaim the City of Blackfoot, Idaho as the potato capital of the world, and to promote this Corporation and its purposes.
- C. To attract tourists to the famous Idaho potato exposition.
- D. To educate, enlighten, and entertain citizens and visitors, both foreign and domestic, to the hands-on involvement in exposition facilities.
- E. To display artifacts reflecting a history of potatoes, and the opportunity to view potato farming --- 1930, 1960 and 1990's.

- F. To give citizens and visitors the opportunity to participate in the activities involving the planting, cultivating, irrigating, and harvesting of potatoes through exhibits and demonstrations.
- G. To provide fun with the potato through:
 - 1. Entertainment and rides
 - 2. Food using the potato
 - 3. Food associated with potato consumption
- H. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and to enter into lawful arrangements for sharing facilities, concessions or cooperation with any corporation, association, partnership, entity, person or governmental, municipal, or public authority in carrying on the transaction of business deemed necessary, convenient, or incidental to carrying out of the purposes of the Corporation.
- I. To conduct business in this state and in other states, districts, territories and colonies and foreign countries, as will benefit the Corporation.
- J. To have, exercise, and enjoy all the powers now or hereafter granted to non-profit organizations organized under the laws of the State of Idaho and to do any act or thing necessary or convenient for the transaction of the aforementioned-purposes of the Corporation.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office shall be 848 Tabor Road, Post Office Box 366, Blackfoot, Bingham County, Idaho 83221.

ARTICLE V

The initial registered agent of the Corporation shall be:

Allan F. Larsen

and the address of the initial registered office shall be:

848 Tabor Road
Blackfoot, Idaho 83221

which address is the same as that of the initial registered agent.

ARTICLE VI

The Corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock nor to declare any dividends, and no part of its net earnings shall inure to the benefit of any member, director, officer, or individual. The balance, if any, of all money received by the Corporation from its operations, after payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific and educational purposes.

ARTICLE VII

The business of the Corporation shall be carried on by the Board of Directors which shall be elected by the membership of the Corporation; shall consist of nine (9); may be may be increased as provided by the Bylaws, not to exceed one hundred (100).

ARTICLE VIII

Members shall have one (1) vote each in person or by proxy at annual membership meeting and at special meetings, as provided by the Bylaws. A current membership list shall be kept at the Corporate offices and shall be available to the membership.

ARTICLE IX

There shall be no assessments made of the Board of Directors and the private property of the members of the board shall not be liable for the Corporation's debts and obligations.

ARTICLE X

Qualifications and regulations of directors and rules and regulations pertaining to the Board of Directors shall be determined and fixed by the By-Laws.

ARTICLE XI

The Articles of Incorporation may be amended in the manner proved by the statutes of the State of Idaho in affect at the time of the amendment.

ARTICLE XII

The Corporation shall have a president, one or more vice presidents, a secretary, a treasurer, and such employees and managing directors as the Board of Directors shall determine from time to time. The offices of secretary and the treasurer may be combined with each other or with a vice presidents office by action of the Board of Directors.

ARTICLE XIII

The names and addresses of the initial Board of Directors are as follows:

Allan F. Larsen, 848 West Tabor Road, Blackfoot, Idaho 83221
R. Dean Yancey, 3842 Cromwell Lane, Blackfoot, Idaho 83221
Walter C. Sparks, 234 North 1st West, Aberdeen, Idaho 83210
Walter A. Gay, 628 West 300 South, Blackfoot, Idaho 83221
Claude Johnson, 339 North Cottonwood, Blackfoot, Idaho 83221
W. Rex Call, 405 Pendlebury, Blackfoot, Idaho 83221
C. Dean Hill, 317 South Shilling Ave., Blackfoot, Idaho 83221
Jack E. Parks, 51 South Lavaside Rd., Blackfoot, Idaho 83221
Brian F. Finnigan, 1233 West Center, Blackfoot, Idaho 83221
Jody A. Zauha, 185 S. Adams, Blackfoot, Idaho 83221

ARTICLE XIV

The names and addresses of the incorporators are as follows:

Maurine Hill, 910 N. Shilling, Blackfoot, Idaho 83221
W. Rex Call, 405 Pendlebury, Blackfoot, Idaho 83221
R. Dean Yancey, 3842 Cromwell Lane, Blackfoot, Idaho 83221

IN WITNESS WHEREOF, we have hereunto set out hands and seals
this 13th day of JUNE, 1990.

Maurine Hill
Maurine Hill

R. Dean Yancey
R. Dean Yancey

W. Rex Call
W. Rex Call

State of Idaho, County of Bingham, SS.

On this 13th day of June, in the year of 1990, before me
Maurine Hill, R. Dean Yancey, and W. Rex Call, to be the person
whose name is subscribed to the within instrument, and acknowledged
to me that they executed the same.

Alice Baumgartner
Notary Public for Idaho
Residing at Blackfoot
Commission expires 8-20-92