

# State of Idaho

## Department of State

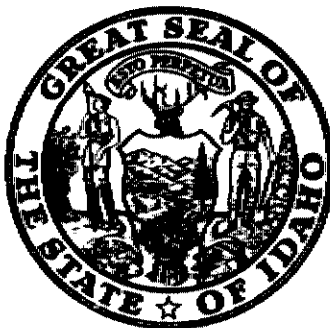
### CERTIFICATE OF AMENDMENT OF

IDAHO HORSEMEN'S BENEVOLENT & PROTECTIVE ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of IDAHO HORSEMEN'S BENEVOLENT & PROTECTIVE ASSOCIATION, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: January 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

**ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION**

**APR 1 11 00 AM '94**  
**SECRETARY OF STATE**

The undersigned officers of the Idaho Horsemen's Benevolent & Protective Association, Inc., existing pursuant to the provisions of the Idaho Corporation Act, as amended, desiring to give notice of corporate action effectuating amendment of certain individual articles of its Articles of Incorporation, certify the following facts:

**SUBDIVISION A**

**THE AMENDMENTS**

The exact text of Article IV, VIII. X of the Articles of Incorporation of the Corporation, as amended now, is as follows:

**ARTICLE IV**

The Corporation is formed for the following purposes:

(a) To promote the common business interests of it's members and improve conditions in the Horse Racing industry of Idaho within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "code"

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(b) to engage in any lawful activities which are in furtherance of the purposes of the Corporation, including, but not limited to:

(i) promotion of federal and state legislation, rules and regulations, and uniform racing policies beneficial to the common interests of horsemen in the State;

(ii) negotiation with racetracks on a collective basis on issues affecting the common interests of horsemen including schedules, stakes programs, safety issues and working conditions;

(iii) representation of the common interest of horsemen at various meeting and hearings of racing associations, racing commissions and other racing organizations; and

(iv) improvement of the image of Horse Racing in the State and the relationships between horsemen, other members of the racing industry and the general public.

#### ARTICLE VIII

Notwithstanding any other provision of these Articles:

(1) the Corporation shall not permit any part of its net earnings to inure to the benefit of its members, directors, trustees, officers or other private individuals or entities, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth in Article THIRD hereof;

(2) the Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(6) of the Code.

#### ARTICLE X

The officers of the Corporation shall consist of a President, one or more Vice-Presidents and as may be prescribed by the Bylaws, a Secretary, a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the By-laws.

To the maximum extent that Idaho law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

SUBDIVISION B

MANNER OF ADOPTION AND VOTE

1. ACTION BY DIRECTORS

The Board of Directors of the Corporation at a meeting thereof, duly called, constituted and held on 22 December, 1992, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the membership of the Corporation entitled to vote in respect of the amendments, that the provisions and terms of Articles IV, VIII and X, of its Articles of Incorporation, be amended so as to read as set forth in the amendments; a general membership meeting was scheduled May 11, 1993, to adopt or to reject the amendments:

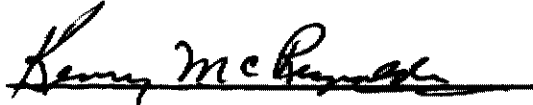
2. ACTION BY THE MEMBERS

The members of the Corporation entitled to vote in respect of the amendments, at a meeting thereof, duly called, constituted and held on 11 May, 1993, at which a quorum of members was present, adopted the amendments with a unanimous vote.

3. COMPLIANCE WITH LEGAL REQUIREMENTS

The manner of the adoption of the amendments, and the vote by which they were adopted, constitute full legal compliance with the provision of the act, the Articles of Incorporation and the Bylaws of the Corporation.

Dated this 14 day of Aug., 1993.

  
KENNY MCREYOLDS, President

  
GARY LEWIS, Secretary

STATE OF IDAHO )

County of Ada } ss.

I, the undersigned, a notary public duly commissioned to take acknowledgements and administer oaths in the State of Idaho, certify that KENNY McREYNOLDS, the President, and GARY LEWIS, the Secretary, of the Idaho Horsemen's Benevolent Association, Incorporated, the officers executing the foregoing Articles of Amendment of Articles of Incorporation, personally appeared before me; acknowledged the execution thereof and swore to the truth of the facts therein stated.

Witness my hand and notarial seal this 14 day of Aug 1993.

Virginia J. Price  
Notary Public  
Expires 11-19-98

(SEAL)