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2002 JUN 13 AM 9:17

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

OWYHEE COUNTY RODEO BOARD, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the state of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Owyhee County Rodeo Board, Inc.

SECOND

The corporation is a nonprofit corporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name and location of the registered agent and office of the corporation is:

Mike Matteson
16557 Garnet Road
Wilder, Idaho 83676

FIFTH

The purposes and objects for which the corporation is formed are:

To carry on the business to promote and operate annual rodeo and other endeavors to benefit surrounding community and related services together with the transaction of any and/or all lawful business, for which corporations may be incorporated under the Idaho Business Corporations Act.

IDAHO SECRETARY OF STATE
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SIXTH

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 or officers, 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 the Article Five 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.

SEVENTH

The Corporation shall have members who have such rights as are provided in the act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation by making application and being approved by the Board of Directors.

EIGHTH

The number of directors of the corporation shall be specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-1-36 of the Idaho Code provided that the first Board of Directors shall be twenty (20) in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In the case of an increase in the number of directors, the additional directors may be elected by a majority of the remaining directors even though less than the quorum of the new Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

*Voting members
Article 11*

The names and addresses of the members of the first Board of Directors of the Corporation are:

Tim Mackenzie	P.O. Box 443	Homedale, ID 83628
Dan Parrill	Route 1 Box 1140	Homedale, ID 83628
Mike Matteson	16557 Garnet Road	Wilder, ID 83676
David Basey	21627 Hoskins Road	Caldwell, ID 83607
Kent Curtis	Route 1	Homedale, ID 83628
Wendell Hyer	Route 2	Homedale, ID 83628
Pete McArthur	Route 1 Box 1161	Homedale, ID 83628
Lynn Taggart	Route 1	Homedale, ID 83628
Don Basey	21269 Hoskins Road	Caldwell, ID 83607
John Cossell	P.O. Box 224	Marsing, ID 83639
Stan Zatica	P.O. Box 937	Marsing, ID 83639
Alfonso Salutregui	16751 Quartz Ln	Wilder, ID 83676
Rich Brandau	HC 79 Box 61	Melba, ID 83641
Chris Landa	Route 1 Box 226	Marsing, ID 83639
Larry Corta	Route 1 Box 1051A	Homedale, ID 83628
Jim Ferguson	Route 1 Box 1313	Homedale, ID 83628
Jeff Hall	16753 Crystal Lane	Wilder, ID 83676
Ed Muller	HC 79	Melba, ID 83641
Frank Mayer	19502 Red Top Road	Caldwell, ID 83605
Fred Degeus	24246 Graphic Lane	Wilder, ID 83676

Such persons shall hold office until the first annual meeting of the shareholders, and until their successors have been elected and qualified.

NINTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction for the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority hereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TENTH

The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Tim Mackenzie	P.O. Box 443 Homedale, Idaho 83628

ELEVENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter prescribed by law, by a majority vote of the directors, represented in person or by proxy, at any annual meeting of the directors or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

TWELFTH

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations which carry out the same or similar purposes of the Corporation in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand on this 11 day of June, 2002.

