

ARTICLES OF INCORPORATION

OF

CLUB MOTO, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being natural persons of the age of 21 years or more, and citizens of the State of Idaho and the United States of America, acting as incorporators of a corporation formed under and pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code, do hereby adopt and execute the following Articles of Incorporation and do hereby certify and declare.

ARTICLE I.

That the name of said corporation is and shall be CLUB MOTO, Inc.

ARTICLE II.

This corporation is a nonprofit corporation formed under and pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code.

ARTICLE III.

The period of duration for the nonprofit corporation shall be perpetual.

ARTICLE IV.

The purposes for which this corporation is formed and is to be conducted and operated are as follows:

- (a) To provide a not for profit community access recreational facility targeted toward disadvantaged youth of the community reduce environmental impact, safe and secure place

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STATE OF IDAHO

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to gather for youth activities for the benefit of the community in general;

(b) Directing community based resources toward the youth of the community in a coordinated community effort to stem the increasing levels of juvenile crime, delinquency and drug usage for the benefit of the social atmosphere of the whole community;

© to cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better habitat for economically disadvantaged youth.

(d) To receive, maintain, and accept, as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but not gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code of 1986, as amended.

(e) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by the laws of the State of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by

reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent herewith are included herein.

(f) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

(g) The programs sponsored by the corporation shall not discriminate because of sex, race, color, creed, religion or age.

(h) In general to promote and carry on any other purposes and activities for which corporations may be organized under the Idaho Nonprofit Corporation Code.

ARTICLE V.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 IV** hereof.

NO substantial part of the activities of this nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this nonprofit 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 the other provisions of these Articles, this nonprofit corporation shall not carry on any activities not permitted to be carried on (a)

by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law.)

In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to (I) any other organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), corporation(s), fund(s), or foundation(s) organized and operating exclusively for religious, charitable, scientific, literary, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, all of which such organizations, corporations, funds, or foundations shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the Court for Bannock County shall, upon the application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these Articles of Incorporation.

ARTICLE VI.

(a) This corporation shall not have any capital stock and all members of the corporation shall be eligible to serve on the Board of Directors.

ARTICLE VII.

The government of this corporation, and the management of its affairs, shall be vested in a Board of Directors consisting of not less than three (3) nor more than twenty (20) directors, and within such limits the number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time, as may be provided for in the By-Laws. The incorporators shall act in the capacity of the original directors of this corporation until their successors are elected and qualified.

The corporation shall have the right to prescribe through its By-Laws for any matters and things pertaining to the Directors, including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these Articles.

ARTICLE VIII.

The address of the initial registered office of the corporation is 2074 Old Highway 91, Inkom, Idaho 83245, and the name of the initial registered agent is Paul Prochko, whose address is 2074 Highway 91, Inkom, Idaho 83245.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the corporation is three. This number may be changed by the By-Laws of the Corporations. The following persons will serve as directors until the first annual meeting of directors or until their successors are elected and shall qualify, and these same persons will be the incorporators of this corporation.

<u>NAME</u>	<u>ADDRESS</u>
Paul Prochko	2074 Old Highway 91, Inkom, Idaho 83245

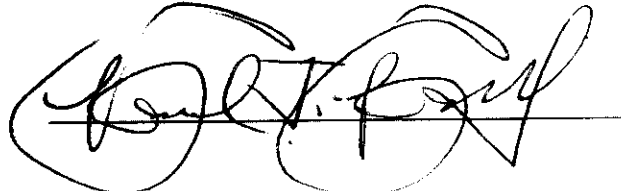
Paul Rogo

1091 Rocky Point Road, Pocatello, Idaho 83204

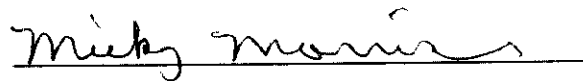
Mickey Morrison

335 Highway Avenue, Chubbuck, Idaho 83202

Dated this 15 day of December, 1998.



Paul A Rogo



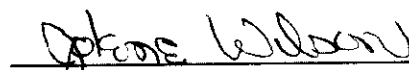
STATE OF IDAHO

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) ss.
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County of Bannock

On this 15 day of December, 1998, before me, the undersigned, a notary public in and for said county and state, personally appeared Paul Prochko, Paul Rogo and Mickey Morrison, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the same day and year in this certificate first above written.



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello Idaho

Commission

expires: June 1, 1999