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Articles of Incorporation
of

NATIONAL PIONEER HALL OF FAME Inc.

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is National Pioneer Hall of Fame Inc.

ARTICLE II. NONPROFIT STATUS

A. The Corporation is a Nonprofit corporation. Said Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the internal Revenue Code, as amended from time to time or corresponding section of any future federal tax code.

B. No part of the new earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorised and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organisation 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 this document, the organisation shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code. or corresponding section of any future federal tax code, or (b) by an Organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the internal revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be despoised of by the Court of Common Pleas of the county in which the principal office of the Organization is then located exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III PERIOD OF DURATION.

The Period of duration of the Corporation is perpetual.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Burley, County of Cassia, State of Idaho. The address of there initial registered office is 601 W. 25th Drive, Burley, Idaho 83318, and the name of the initial registered agent at this address is Dale E. Whipple.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated is as defined in Article II above and all other legal purposes and as follows:

A. To provide a National Pioneer Hall of Fame, and such subordinate organizations as necessary at different locations around the United States to preserve and advance the American Pioneer Heritage as may be defined from time to time by the Board of Directors.

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B. Documenting the settling of the American Frontier. This will be represented by facts and documents secured from descendants, historians, and other sources including admirers of the American Pioneer Heritage and Humanity. The purpose is also to pay tribute to Outstanding individuals, events, and groups who lay claim to the settling of the wild American Continent and preserving and documenting Pioneer arts, crafts, technologies, languages, artefacts, talents, and the way special events were conducted and entertainment. And to provide a National Archive of American Pioneer artefacts and history and display and promote the same and make them available to the public.

C. Charitable, religious, educational, or scientific within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501 (c) (3) of the Internal Revenue Code of 1986,

D. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefits 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 V 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) and 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 VII. MEMBERS.

The corporation shall have members who shall have such rights as are provide in the Act and are consistent with the management authority that these Articles grant to the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors and approved by the board who is deemed to be responsible and of good character.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less that three (3) nor more that Twenty-Five (25) individuals, whom at all times, shall be a member of the Corporation. The actual number of the Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors, consisting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appoint by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the inditial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dale E. Whipple, President and Founder	601 West 25th Drive Burley, Idaho 83318

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Officers are also members of the Board of Directors. Other Board of Director Members are listed below the Officers:

Dale E. Whipple, President	601 W 25th Dr., Burley, Id. 83318	208 678 4661
Steve Mitton, Vice President	195 W Main, Oakley, Id. 83346,	208 862 9263
Dan Simpson, 2nd Vice President/ Secretary	102 E 100 S Burley, Id. 83318	208 679 5730
Curtis Mendenhall, Board Member	737 Berkeley Ave Burley, Id.83318	208 678 0971
Don Danner, Board Member	111 W Lounsbury, Albion, Id.83311	208 673 6272
Tom Taylor, Board Member	1500 Burton, Burley, Id. 83318	208 878 1444
Lee Jorgeson, Board Member	106 W Main, Declo, Id. 83323	208 654 2418
Kent Severe, Board Member	513 W 2100 S Oakley, Id. 83346	208 862 3266
David Whipple, Board Member	2257 Pintura St. George, Ut 84790	435 757 6878

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon Dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Internal revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine, or, in doing so the Board of Directors shall distribute such assets among nonprofit organizations; shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal revenue Code of 1986. as amended from time to time, 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.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Dale E. Whipple, 601 W 25 Dr. Burley, Idaho 83318.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

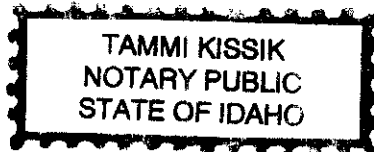
Dated This 30th day of June 2005

Dale E. Whipple
DALE E. WHIPPLE

STATE OF IDAHO)
 SS.
County of Cassia)

On this 30th day of June 2005, before me the undersigned, a Notary public in an for said State, personally appeared Dale E. Whipple, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my had and affixed my official seal the day and year first above written.



Tammi Kissik
Notary Public for Idaho
Residing at: Minidoka County
My Commission Expires: 11-23-09