



CERTIFICATE OF INCORPORATION
OF

CAREY RODEO COMMITTEE, 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 CAREY

RODEO COMMITTEE, 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 July 18, 19 88.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
RECEIVED
OF SEC. OF STATE

CAREY RODEO COMMITTEE, INC. JUN 18 1961 10 15

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That I, the under-
signed, being a natural citizen of full age and citizen of the
United States of America, in order to form a corporation for the
purposes hereinafter stated, under and pursuant to the provisions
of the general laws of the State of Idaho, do hereby certify as

ARTICLE I

The name of the Corporation shall be "CAREY RODEO
COMMITTEE, INC."

ARTICLE II

The Corporation's purposes are:

To carry on any business whatsoever that this corpo-
ration may deem proper or convenient or that it may deem calcu-
lated, directly or indirectly, to improve the interests of this
corporation, and to have and to exercise all powers conferred
by the laws of the State of Idaho on corporations formed under
the laws pursuant to which and under which this corporation is
formed, as such laws are now in effect or may at any time
hereafter be amended, and to do any and all things hereinabove
set forth to the same extent and as fully as natural persons
might or could do, either alone or in connection with other
persons, firms, associations or corporations, and in any part

of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Specifically, the purpose of the corporation is to organize and put on a Pioneer Day Celebration and produce rodeos.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: 025 Mecham Lane, Carey, Idaho, and Post Office Box 201, Carey, Idaho 83320. That Milo Mecham shall be the registered agent, and his address is Post Office Box 201, Carey, Idaho 83320.

ARTICLE V

The corporation is organized pursuant to the general nonprofit corporation laws of the State of Idaho. Pecuniary profit is not the object of this corporation, and it shall

have no capital stock.

ARTICLE VI

The names and post office address of the incorporators is as follows:

NAME

ADDRESS

Milo Mecham

P. O. Box 201, Carey, ID 83320

The above named incorporator shall also be the initial Director.

ARTICLE VII

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 Third 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

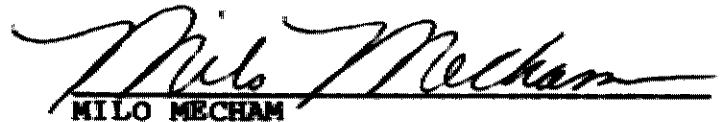
That the Board of Directors shall consist of seven Directors. During the term of the office, or thereafter,

the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of Directors constituting the Board shall not be less than three nor more than nine.

ARTICLE X

The Articles of Incorporation may be amended by resolution passed by a majority vote of the members.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of July, 1988.


MILO MECHAM

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 15th day of July, 1988, before me, Cheryl
L. Smith, a Notary Public in and for said State,
personally appeared MILO MECHAM, known to me (or proved to me
on the oath of _____) or identified to me to be
the person whose name is subscribed to the foregoing instrument
and acknowledged to me that he executed the same.

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


Notary Public for State of Idaho
Residing at Twin Falls, therein.
Commission Expires _____