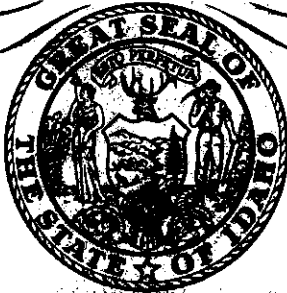


# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**CALDWELL TREASURE VALLEY BOUNDUP, INC.**

was filed in the office of the Secretary of State on the **Twenty-third** day  
of **December**, A. D. One Thousand Nine Hundred **Sixty-four** and  
~~will be~~  
indulgy recorded on ~~Film-Not~~ microfilm of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and  
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Caldwell** in the County of **Canyon**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **23rd** day of **December**,  
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
CALDWELL TREASURE VALLEY ROUNDUP, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, residents of the State of Idaho, do hereby associate themselves together for the purposes of forming a corporation under Title 30, Chapter 10, Idaho Code, and hereby certify:

I.

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes and no part of any net earnings thereof shall inure to the profit of any member or other individual.

II.

The name of this corporation shall be Caldwell Treasure Valley Roundup, Inc.

III.

The purposes for which this corporation is formed are:

(1) To manage, maintain, conduct and operate rodeos, exhibitions, stock shows, horse shows, livestock and poultry exhibits and shows, agricultural exhibits and shows.

(2) To promote, encourage and foster the work of 4-H Clubs and all other youth work pertaining to livestock and poultry raising or other agricultural pursuits.

(3) To purchase or otherwise acquire and to hold, own and exercise all rights of ownership in real estate and personal property and to sell, transfer or mortgage said real estate and personal property; to borrow money; to erect buildings or other structures necessary and proper for the carrying out of the purposes herein mentioned; to enter into all contracts necessary in conducting its affairs; to render such benevolent aid and assistance to its members as provided by its by-laws; and to receive donations and manage, take and hold real and personal property by gift, grant, devise or bequest.

(4) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be

held to limit or restrict in any manner such general powers.

IV.

The period of existence and termination of the life of this corporation shall be perpetual.

V.

The location and post office address of the registered office of this corporation in the State of Idaho shall be 316 South Tenth Ave., Caldwell, Canyon County, Idaho.

VI.

Corporations, associations, and copartnerships, as well as persons, may become members of this corporation on terms and for a membership fee and annual assessment to be specified by the Board of Directors of the Corporation.

VII.

The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member. The corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the Board of Directors and under such regulations as the by-laws may prescribe.

VIII.

The number of directors of this corporation shall be not less than three (3) and such additional number of directors as may be determined from time to time by the by-laws of the corporation.

IX.

The names and post office addresses of each of the incorporators of this corporation, each of whom is a full age citizen of the United States and each of whom has subscribed for a membership certificate therein, are as follows:

NAMEPOST OFFICE ADDRESS

H. S. (Hod) Davis	Route #3, Caldwell, Idaho
W. R. (Mac) McCleskey	Route #2, Caldwell, Idaho
V. E. (Gene) Graves	1724 Fillmore Street, Caldwell, Idaho
Robert (Bob) Dawson	421 Crescent Drive, Caldwell, Idaho
Max Becker	1224 Dearborn Street, Caldwell, Idaho
Melvin Kirkland	1611 Everett Street, Caldwell, Idaho
Glen Munn	Route #2, Caldwell, Idaho
Robert Collins	1920 Marshall, Caldwell, Idaho
Norman C. Lodge	1224 Fairview Avenue, Caldwell, Idaho
Fran L. Blomquist	1820 Fillmore Street, Caldwell, Idaho
W. H. (Bud) Grant	3204 South Indiana Ave., Caldwell, Idaho
Charles Carpenter	2602 Indiana Avenue, Caldwell, Idaho
Wm. J. (Bill) Brauner	2323 South Ohio Avenue, Caldwell, Idaho

The by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members thereof, called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation or the laws of the State of Idaho be present.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho as aforementioned, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 29th day of December, 1964.

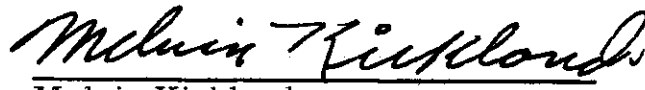
  
H. S. (Hod) Davis


  
W. R. (Mac) McCleskey


  
V. E. (Gene) Graves

  
Robert (Bob) Dawson

  
Max Becker

  
Melvin Kirkland

  
Glen Munn

  
Robert Collins

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F. L. Blomquist  
Fran L. Blomquist

W. H. (Bud) Grant  
W. H. (Bud) Grant

Charles Carpenter  
Charles Carpenter

Wm. J. (Bill) Brauner  
Wm. J. (Bill) Brauner

STATE OF IDAHO )

County of Canyon ) ss.

On this 2<sup>nd</sup> day of December, 1964, before me, the undersigned, a notary public in and for said state, personally appeared H. S. Davis, W. R. McCleskey, V. E. Graves, Robert Dawson, Max Becker, Melvin Kirkland, Glen Munn, Robert Collins, Norman C. Lodge, Fran L. Blomquist, W. H. Grant, Charles Carpenter and Wm. J. Brauner, known to me to be the persons whose names are 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 day and year in this certificate first above written.

Wayne P. Fuller  
Notary Public for Idaho  
Residing at Caldwell, Idaho  
My Commission expires: 1-15-65