

**FILED/EFFECTIVE**

ARTICLES OF INCORPORATION  
OF  
HAILEY ICE, INC.

00 APR 27 AM 10:14  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

I. **NAME.**

The name of this Corporation is HAILEY ICE, INC.

II. **PERIOD OF DURATION.**

The duration of this Corporation is to be perpetual.

III. **NONPROFIT CORPORATION.**

This Corporation is a nonprofit corporation and is not organized for the pecuniary benefit of any of its members, officers or directors. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of its members, officers or directors, except to the extent permitted under the Idaho Nonprofit Corporation Act.

IV. **PURPOSES AND POWERS.**

A. Purposes. The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, to maintain an ice skating rink for the City of Hailey or other public entity providing a community ice rink, promote associated ice sports and educate, train and provide instruction to community members in ice sports and promote the ice skating rink as a recreational facility.

B. Powers. This Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of

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organization set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.

**V. MEMBERSHIP.**

The Corporation shall have members at such time as determined appropriate by the board or directors. *No members.*

**VI. REGISTERED OFFICE AND REGISTERED AGENT.**

The address and post office box of the registered office of this corporation are 14 E. Elm St. Hailey, Idaho 83333, and Post Office Box 3150, Hailey, Idaho 83333. The name of the initial registered agent of this corporation at that address is RONALD E FAIRFAX.

**VII. DIRECTORS.**

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of eight (8) members. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RONALD E. FAIRFAX	Post Office Box 3150 Hailey, Idaho 83333
FRANK ALLOWAY	Post Office Box 1244 Hailey, Idaho 83333
SCOTT HEINER	Post Office Box 425 Hailey, Idaho 83333
DIANE HEINER	Post Office Box 425 Hailey, Idaho 83333
JIM SANTA	Post Office Box 654 Hailey, Idaho 83333

THOMAS HANSON

Post Office Box 1844  
Hailey, Idaho 83333

JAMES FOSTER

Post Office Box 3915  
Hailey, Idaho 83333

RON REYNOSO

Post Office Box 3196  
Hailey, Idaho 83333

#### VIII. INCORPORATOR.

The name and address of the incorporator of this Corporation is RONALD E. FAIRFAX, Post Office Box 3150, Hailey, Idaho 83333

#### IX. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Directors. Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles of Incorporation.

C. Compensation of Directors. The Board of Directors shall not receive compensation for their services as directors. A Director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

D. Contracts in which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

E. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

## **X. AMENDMENT OF ARTICLES OF INCORPORATION.**

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than two thirds of the Board of Directors entitled to vote in a meeting of Directors called for such purpose as prescribed by law.

## **XI. PROHIBITED ACTIVITIES.**

A. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

B. No part of the income to the corporation shall inure to the benefit of any officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one for more of its purposes as set forth herein), and no officer of the corporation or any private individual will be entitled to share in the distribution of any of the corporate property upon the dissolution of the corporation.

C. The corporation will distribute its income, if any, each taxable year at the same time and in such a manner so as not to subject itself to tax under Section 4942 of the Internal Revenue Code. And the corporation shall not:

1. Engage in any self-dealing as defined in Section 4941(d) of the Code, or as it may hereafter be amended.
2. Retain any excess business holdings as defined in Section 4943(c) of the Code, or as it may hereafter be amended.
3. Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, or as it may hereafter be amended
4. Make any taxable expenditures as defined in section 4945(d) of the Code, or as it may hereafter be amended.

## **XII. DISTRIBUTION ON DISSOLUTION.**

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, directors or officers of the Corporation, but all such property and proceeds, subject

to the discharge of valid obligations of the Corporation and to the applicable provisions of the Idaho Nonprofit Corporation Act, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, as amended.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 25<sup>th</sup> day of April, 2000.

By: *Ronald E. Fairfax*  
Its: RONALD E. FAIRFAX  
Incorporator

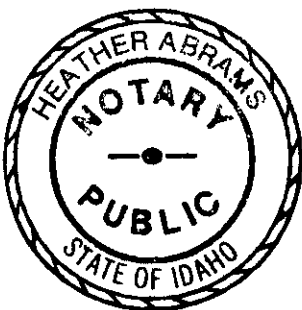
STATE OF IDAHO )

ss.

County of Blaine )

On this 25<sup>th</sup> day of April, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared RONALD E. FAIRFAX, 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 affixed my official seal the day and year in this certificate first above written.



*Heather Abrams*  
Notary Public for Idaho  
Residing at Blaine County  
Commission expires 2/15/2000