

FILED EFFECTIVE  
2012 SEP 28 AM 9:23  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
HATLEY HORSE COUNCIL, INC.**

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

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the Corporation is HATLEY HORSE COUNCIL, INC.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

IDAHO SECRETARY OF STATE  
09/28/2012 05:00  
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**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office is 820 East First Street, Moscow, Idaho 83843, and the name of the initial registered agent at this address is IOLA HATLEY.

**ARTICLE V  
MAILING ADDRESS**

The mailing address of the Corporation is 820 East First Street, Moscow, Idaho 83843.

**ARTICLE VI  
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

The transaction of any lawful activity.

Notwithstanding anything herein to the contrary, the purposes of this Corporation are limited to charitable, religious, educational, or scientific within the

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meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 herein.

Notwithstanding any other provisions 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, as amended from time to time.

#### ARTICLE VII NO MEMBERS

The corporation shall not have any members.

#### ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three.

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

<u>NAME</u>	<u>ADDRESS</u>	
IOLA HATLEY	820 East First Street	Moscow, ID 83843
JOHN CRAIG HATLEY	5471 Highway 8	Deary, ID 83823
LISA CARTWRIGHT	802 Draper-Brown Road	Garfield, WA 99130

#### ARTICLE IX 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 to the Appaloosa Museum and Heritage Center Foundation, Inc., an Idaho Non-Profit Corporation, whose principal place of business is 2720 W. Pullman Road, Moscow, Idaho 83843.

ARTICLE X  
INCORPORATOR

The name and street address of the incorporator is:

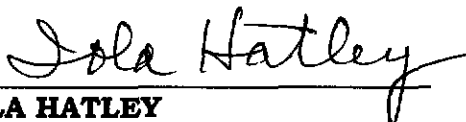
IOLA HATLEY                      820 East First Street                      Moscow, ID 83843

ARTICLE XI  
BYLAWS

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 25 day of September 2012.

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**IOLA HATLEY**  
*Incorporator*