

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MAGIC VALLEY POWER, INC.

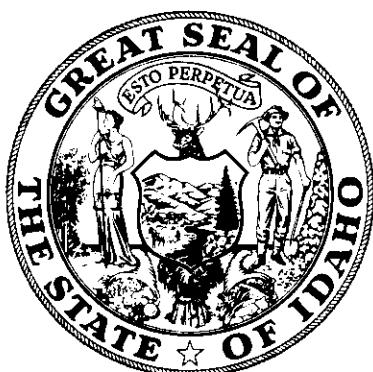
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of MAGIC VALLEY POWER, INC., duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and 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 January 26, 1984.

Pete Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION

OF THE

MAGIC VALLEY POWER

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS:

The we, the undersigned incorporators, all of whom are over the age of 21 and citizens of the United States, hereby associate ourselves together to form and establish a Non-Profit Cooperative Association (hereinafter referred to as the "Association") under the provisions of Chapter 3 of Title 30, Idaho Code.

I.

The name of the Association is MAGIC VALLEY POWER, INC.

II.

The purpose for which the Association is formed to engage only in educational and charitable activities within the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 or as that said section may be subsequently amended. A further purpose of this organization is to foster local, national and international amateur sports competition. To accomplish this exclusive purpose the Association may engage in the following:

1. Assist in the organization, participation and management of wrestling tournaments which are in furtherance of the educational objectives of the Association; establish, administer and promote an educational program devoted to the promotion of wrestling as a means of healthful recreation and physical fitness; give encouragement, coaching and instruction to wrestlers and especially junior wrestlers

whether or not members of this Association; cooperate with the Olympic Committee, the Amateur Athletic Union, various agencies of the United States Government and other governments, the United States Wrestling Association, the United States Wrestling Education Foundation, Inc., and other recognized associations for the promotion of wrestling. 2. Establish, administer and promote an educational program devoted to the development and training of the individual in wrestling safety, first aid, and instruction, lectures and safety campaigns of all manners or types;

3. Establish, administer and promote museums and librarys related to the sport of wrestling;

4. Acquire property for these corporate purposes by grant, gift, purchase, devise, or bequest, and to hold and dispose of the same, subject to the limitations as are or may be prescribed by statute;

5. Do all and everything incidental to and in furtherance of the accomplishment of the objects and purposes herein stated as principal, agent, contractor, trustee or otherwise, either alone or in association with others to the same extent and as fully as could natural persons.

III.

The Association shall have the power and authority to do all things of whatsoever kind or nature, as may now or hereafter be permitted by the laws of the State of Idaho applicable to non-profit cooperative associations (Chapter 3, Title 30, Idaho Code), in carrying out the aforesaid objects and purposes, but limited to the furtherance of the exempt purposes within the intendment of Section 501 (c) (3) of the 1954 Internal Revenue Code or as the same may be

amended.

IV.

Any and all instruments executed for and on behalf of the Association in carrying out any of the foregoing shall be executed and delivered by the President, or a Vice-President, and the Executive Secretary of the Association, with the corporate seal affixed thereto, such execution and delivery to be pursuant to authority from or confirmation or ratification by the directors, but no person dealing with the Association shall, in such capacity, be under any obligation to require proof of such authority from or confirmation or ratification by the Directors, and shall, in such capacity, be under no obligations or duty to follow the disposition of assets or other property received or acquired by the Association, or under any obligation or duty to be furnished a copy of any resolution or other action by the directors containing the aforesaid authorization, confirmation or ratification. The Association may undertake and execute any trusts which may lawfully be undertaken in furtherance of the exempt purposes within the intentment of Section 501 (c) (3) by the Association, and acquire, operate sponsor or assist agencies, institutions, foundations and other organizations, as well as other entities, both public and private, and individuals, and to associate with any of the foregoing in carrying out the objects and purposes of the Association.

V.

This Association shall have perpetual existence.

VI.

The principal place of business of this Association

shall be at 141 First Ave., East, Jerome, Idaho 83338.

VII.

The Association shall be memberships and not shares.

The number of memberships are unlimited.

VIII.

Because this is a non-profit association there are no preemptive rights and memberships are not transferable.

IX.

The number of directors of this Association shall be not less than three (3) nor more than seven (7) as the By-Laws may provide.

X.

Corporations, associations and co-partnerships, as well as persons, may become members of this Association. The rights and interests of all members of this Association shall be equal and no member shall have or acquire a greater interest therein than any other member. This Association shall not issue capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can be such transfer become a member of the Association except by resolution of the directors and other such regulations as the By-Laws may prescribe.

XI.

The qualifications of members, mode of election and

terms of admission to membership, fees for admission to membership and membership dues, the expulsion and suspension of members for misconduct and nonpayment of dues, the conditions of restoration to membership, the contracting, securing, paying and limiting the amount of the Association's indebtedness and other regulations not repugnant to the laws of the State nor inconsistent with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, and consonant with the objectives of the Association shall be such as may be provided for in the By-Laws of the Association.

XII.

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 Two (2) 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 or 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).

XIII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 Directors shall determine. Any such assets not so disposed of shall be disposed of the District Court 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.

XIV.

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAMEADDRESS

J. William Hart	709 East Ave. A, Jerome, ID
Tim Mathews	255 East F, Wendell, ID
Leon Madsen	509 West 4th, Jerome, ID

XV.

The address of the intital registered office of the Association is 141 First Ave. East, Jerome, Idaho and the name of its initial registered agent as such address is J. William Hart.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14 day of January, 1984.

J. William Hart
J. William Hart

Tim Mathews
Tim Mathews

Leon Madsen
Leon Madsen

STATE OF IDAHO)
County of Jerome) :ss

On this 24th day of January, 1984, before me, a Notary Public in and for said State, personally appeared J. William Hart, Tim Mathews, and Leon Madsen, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

Daren L. Humphreys
Notary Public for Idaho
Residing at Jerome, Idaho