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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

PAYETTE COUNTY AGRICULTURAL MUSEUM, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we JOEL MIESBACH, SANDRA MIESBACH and MARIE RY-NEARSON, being the duly elected directors of PAYETTE COUNTY AGRICULTURAL MUSEUM, INC., and duly appointed to and forming the incorporating committee, do hereby associate ourselves for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and do hereby adopt the following as our Articles of Incorporation.

ARTICLE I

The name of this corporation is PAYETTE COUNTY AGRICULTURAL MUSEUM, INC.

ARTICLE II

The principal place of business and the registered office of PAYETTE COUNTY AGRICULTURAL MUSEUM, INC. is 3575 NW 1st Ave., New Plymouth, Idaho 83655. Registered Agent: Sandra Miesbach

ARTICLE III

The general nature of the business of this non-profit corporation shall be as follows:

(a) To establish a corporation for the preservation of the agricultural farm equipment and artifacts of rural living.

(b) To maintain a museum for displaying objects, information and equipment for educational purposes.

(c) To establish and preserve the ownership of land for the corporation.

(d) To buy, sell and lease property, real and personal, of any kind or character, whether for cash or on credit, or in exchange for other property, or otherwise; to construct buildings and offices, and to rent, lease, operate, or manage said property; to borrow or lend money; and to give and receive any kind of evidence thereof; and to raise money by the sale of any character of evidence of indebtedness; to do any and every act or thing, and to engage in any or every activity or undertaking necessary or convenient in the prosecution of the undertaking of the corporation, which a not for profit corporate body may lawfully do or

perform.

ARTICLE IV

The commencement of the corporation shall be the date of the issuance of a certificate of incorporation by the Idaho Corporation Commission, and it shall have perpetual existence.

ARTICLE V

The corporate affairs shall be conducted by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who shall be elected at the annual meeting of the membership which shall be held on the first Monday in February of each calendar year.

The terms of office for the Directors shall be established by the By-Laws, and the Directors shall have the power and authority to adopt and amend the By-Laws and to designate such other officers as may be necessary or convenient for the management of the corporation.

Until the next annual meeting the presently elected members of the Board of Directors as reflected by the corporate records shall continue in office.

ARTICLE VI

The members of the corporation shall have the power to establish By-Laws for the operation of the affairs of this corporation which shall in general be in conformity with and pursuant to the principles and purposes of the PAYETTE COUNTY AGRICULTURAL MUSEUM, INC.

ARTICLE VII

Membership shall be open to all persons upon the payment of such dues or contributions or the meeting of any other qualifications as shall be provided for in the By-Laws.

ARTICLE VIII

The corporation shall have no indebtedness or liability.

ARTICLE IX

The private property of the members, officers and directors of PAYETTE COUNTY AGRICULTURAL MUSEUM, INC. shall be forever exempt from it's debts and obligations.

ARTICLE X

This corporation shall be non-profit corporation and shall have no stock and no dividends, no pecuniary profits shall be declared or paid to the members thereof, or to any other private individual, and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth. This corporation shall be operated at all times to qualify for tax exempt treatment under Section 501 (c) (3) of the United States Internal Revenue Code.

ARTICLE XI

In the event of dissolution after payment of expenses, the assets of the corporation shall be given to the THE IDAHO HISTORICAL SOCIETY.

ARTICLE XII

The PAYETTE COUNTY AGRICULTURAL MUSEUM, INC. does hereby appoint MARIE RYNEARSON of 207 N. W. 1st Ave., Payette, Idaho 83661, who has been a bona fide resident of the State of Idaho for more than three (3) years last past, it's lawful agent in and for the State of Idaho, for and on behalf of the said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said corporation in any of the Courts of the said State of Idaho, such services of process or notice or the acceptance thereof by the agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation.

ARTICLE XIII

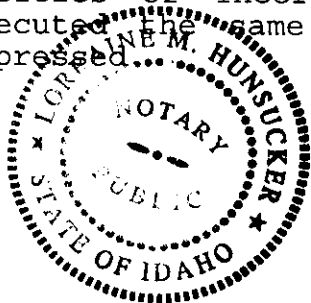
The first officers shall be as follows: JOEL MIESBACH of 3575 NW 1st Ave., New Plymouth, Idaho 83655; SANDRA MIESBACH of 3575 NW 1st Ave., New Plymouth, Idaho 83655 and MARIE RYNEARSON of 207 N. 6th Street, Payette, Idaho 83661.

IN WITNESS WHEREOF, the incorporators have hereunto signed these Articles of Incorporation this 18th day of September, 2001.

Joel Miesbach
Dir/ Incorp
Sandra Miesbach
Dir/ Incorp
Marie Ryneason
Dir/ Incorp

STATE OF IDAHO)
 : ss.
COUNTY OF PAYETTE)

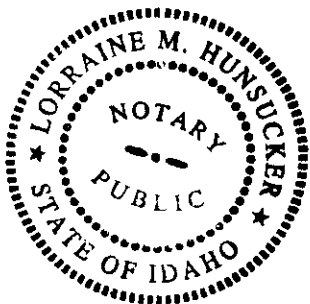
Before me, a Notary Public in and for the County of Payette, State of Idaho, on the 5th day of September, 2001, personally appeared JOEL MIESBACH and SANDRA MIESBACH, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.



Lorraine M. Hunsucker
Notary Public for Idaho
Residing at: Leitland
My Comm. Expires 12-22-05

STATE OF IDAHO)
 : ss.
COUNTY OF PAYETTE)

Before me, a Notary Public in and for the County of Payette, State of Idaho, on the 15th day of September, 2001, personally appeared MARIE RYNEARSON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.



Lorraine M. Hunsucker
Notary Public for Idaho
Residing at: Leitland
My Comm. Expires 12-22-05