

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

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INTERMOUNTAIN HORSE RACING ALLIANCE, INC.

**SECRETARY OF STATE
STATE OF IDAHO**

We, the undersigned natural persons of the age of 18 years or more, acting as incorporators under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Statutes) adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Intermountain Horse Racing Alliance, Inc.

ARTICLE II. DURATION

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the Idaho Nonprofit Corporation Act.

ARTICLE III. PURPOSES

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

This corporation is for the purpose of conducting any lawful activity permitted by the Idaho Nonprofit Corporation Act, including the following purposes:

To promote horse racing in the intermountain and northwestern regions of the United States of America, and more specifically in the States of Idaho, Utah, Oregon, Washington, Montana, Wyoming and Nevada.

**IDAHO SECRETARY OF STATE
11/27/2009 05:00
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To serve as liaison between horsemen in the States of Idaho, Utah, Oregon, Washington, Montana, Wyoming and Nevada and the management of race tracks in the foregoing states in providing racing opportunities for such horsemen.

ARTICLE IV. MEMBERS

It is anticipated that the corporation shall have members as set forth in its bylaws which shall consist of owners, breeders, jockeys, veterinarians and other persons directly involved in the horse racing industry.

ARTICLE V. STOCK

This corporation shall not have authority to issue capital stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 2714 Lakeview Road, American Falls, Idaho 83211, and the name of its initial registered agent at such address is Mark Brown, residing in the State of Idaho.

ARTICLE VII. AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its board of directors, any of the provisions contained in these Article of Incorporation.

ARTICLE VIII. FUNDS AND ASSETS

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE IX. DIRECTORS

The manner in which directors shall be elected or appointed shall be provided in the Bylaws of the corporation. The names and addresses of the persons who are to serve as the initial directors until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Mark Brown	2714 Lakeview Road American Falls, Idaho 83211
Peggy Brown	2714 Lakeview Road American Falls, Idaho 83211
Brad Hart	P. O. Box 425 Bear River City, UT 84301
Robert W. Gutke	P. O. Box 543 Logan, Utah 84323-0543
Sharon Bransdness	6151 Grand Teton Drive Las Vegas, NV 89131

ARTICLE X. INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Brown	2714 Lakeview Road American Falls, Idaho 83211
Brad Hart	P. O. Box 425 Bear River City, UT 84301
Robert W. Gutke	P. O. Box 543 Logan, Utah 84323-0543

ARTICLE XI. BYLAWS

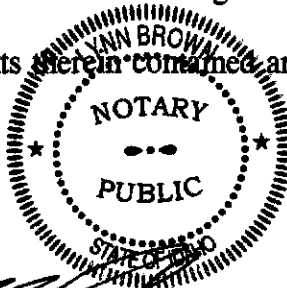
The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of this corporation. The Bylaws shall govern the operation of this corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

Signed:

Mark Brown
Mark Brown

Date: 11-16-09

I, Lynn Brown, a Notary Public, hereby certify that on the 16 day of November, 2009, Mark Brown appeared before me and signed the foregoing document an incorporator, and has averred that the statements ~~therein contained~~ are true.



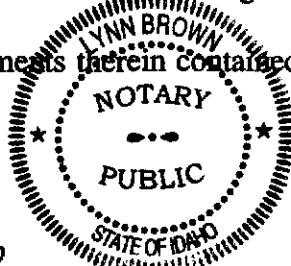
Lynn Brown
Notary Public

Signed:

Brad Hart
Brad Hart

Date: 11-16-09

I, Lynn Brown a Notary Public, hereby certify that on the 16 day of November, 2009, Brad Hart appeared before me and signed the foregoing document an incorporator, and has averred that the statements ~~therein contained~~ are true.



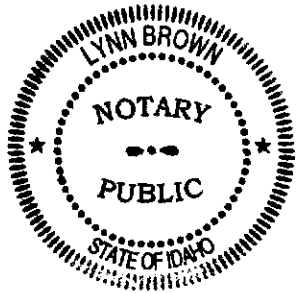
Lynn Brown
Notary Public

Signed:

Robert W. Gutke
Robert W. Gutke

Date: 11-16-09

I, Lynn Brown, a Notary Public, hereby certify that on the 16 day of November, 2009, Robert W. Gutke appeared before me and signed the foregoing document an incorporator, and has averred that the statements therein contained are true.



Lynn Brown
Notary Public