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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
STATE OF IDAHO

OF

GOODING COUNTY 4-H AND FFA MARKET ANIMAL SALE, INC.

SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, being natural persons of the age of twenty-one or more and acting as incorporators under the laws of the State of Idaho as they apply to Non-Profit Corporations, do hereby adopt the following Articles of Incorporation. These Articles of Incorporation may be amended in the manner provided by the laws of the state of Idaho at the time of the amendment.

ARTICLE I

The name of the corporation shall be Gooding County 4-H and FFA Market Animal Sale, Inc., and its duration shall be perpetual.

ARTICLE II

Gooding County 4-H and FFA Market Animal Sale, Inc., is a non-profit corporation organized exclusively for charitable, educational and/or scientific purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, and for the specific purpose of assisting the youth participating in FFA and/or 4-H market animal projects in Gooding County by operating and managing the Market Animal Sale in conjunction with the Gooding County Fair.

It is the purpose of this corporation to provide assistance, consistent with the purposes set forth herein, to individuals and organizations.

ARTICLE III

The corporation shall have all powers enumerated in the Idaho Non-Profit Corporations Act, including such powers as are enumerated in the Idaho Business Corporations Act, so long as the same are consistent therewith.

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ARTICLE IV

The corporation shall have only one class of members. Management of the corporation's affairs shall be vested in a Board of Directors comprised of five to fifteen (5-15) members. The names of the directors who shall constitute the initial Board of Directors of Gooding County 4-H and FFA Market Animal Sale, Inc., shall be:

<u>Director</u>	<u>Representing</u>
Peggy Godby PO Box 178 Gooding, ID 83330	Business – Magic Valley Bank
Vern Eames 445 Main Street Gooding, ID 83330	Business – First Security Bank
Ted Ogden 1910 S 2175 E Gooding, ID 83330	Business - Independent Meat
Mike & Cindy Elliott HC 60 Box 1685 Bliss, ID 83314	Community
Tom Woodland 1606 S 2000 E Gooding, ID 83330	FFA Advisor
Chester Bradshaw 1650 E 1500 S Gooding, ID 83330	FFA Advisor
Dan Danos 1526 S 2050 E Gooding, ID 83330	4-H Leaders Council
Ron & Roxi Reed 1703 S 2200 E Gooding, ID 83330	4-H Leaders Council
Don Gill (Ex-officio) PO Box 363 Gooding, ID 83330	Gooding County Fair Manager
Bill Hazen (Ex-officio) 202 14 th Ave. E. Gooding, ID 83330	Gooding County Extension Office

Said directors shall hold office as long as they are members.

ARTICLE V

The name of the registered agent and the address of the corporation's principal place of business are:

Registered Agent: Roxi Reed
 1703 S 2200 E
 Gooding ID 83330

ARTICLE VI

The members of this corporation shall be individuals or organizations who express a desire to assist the youth of Gooding County by operating and managing the Market Animal Sale in conjunction with the Gooding County Fair. This organization will not discriminate because of race, creed, color, country of origin, gender, or disability. The members of the corporation will not be personally liable for the debts, liabilities or obligations of the corporation, and the corporation shall not have the authority to authorize assessments to be levied upon members.

ARTICLE VII

Election of the directors and officers, and the annual meeting of the corporation shall be conducted as provided in the By-laws of the corporation. The Board of Directors shall consist of:

- I. representatives from the business/general public community (preferably non 4-H and FFA)
- II. minimum of two representatives from the Gooding County 4-H Leaders Council
- III. FFA advisors or their representatives
- IV. One Gooding County veterinarian
- V. two (2) non-voting ex-officio members
 - Gooding County Fair Manager
 - Gooding County University of Idaho Extension Educator or designee

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of or be distributed 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 payment and distribution in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate or intervene in

any political campaign, including publication or distribution of statements on behalf of any candidate for public office, notwithstanding any other provisions of these articles. Further, the corporation shall not conduct any other activities which are not permitted to be conducted by a corporation exempt from Federal Income Tax under Sections 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX

The corporation shall distribute its income for each taxable year at such time and in such a manner that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE X

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal Tax Law.

ARTICLE XI

The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax law.

ARTICLE XII

The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 of the corresponding provision of any subsequent Federal Tax Law.

ARTICLE XIII

The corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XIV

In the event the corporation is dissolved, the Board of Directors, after applying or making provision for payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation, exclusively for the educational or training purposes established by this corporation, and which qualify at the time as an exempt organization or organizations under Sections 501(c)(3) of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets which are not so disposed of shall be subject to distribution by 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 are organized and operated exclusively for such purposes.

ADOPTED AND EXECUTED this 17th day of March, 2001

Cindy Elliott
Incorporator- Cindy Elliott - Chairman
HC 40 Box 1685 Bliss ID 83314

Roxi Reed
Incorporator- Roxi Reed - Treasure
1703 S. 2200 E Gooding ID 83330

Ron Reed
Incorporator- Ron Reed - Board Member
1703 S. 2200 E Gooding ID 83330

Wm F Hazen
Incorporator- Wm. F. Hazen - Extension Educator
202 14th Ave E Gooding ID 83330