

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

JEROME BICENTENNIAL, INC.

was filed in the office of the Secretary of State on the **10th** day
of **October** A. D. One Thousand Nine Hundred **seventy-five** and
is ^{to be} duly recorded on ~~Film~~ **Microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual Existence from the date hereof, with its registered office in this State located at
Jerome, Idaho in the County of **Jerome**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **10th** day of **October**
A.D., 19 **75**.

Secretary of State.

1 ARTICLES OF INCORPORATION
2 OF
3 JEROME BICENTENNIAL, INC.
4

5 KNOW ALL MEN BY THESE PRESENTS, that we, Lloyd Duncan,
6 J. William Hart, Verla Stroud, Melvin Magnelli, Charles Ireton,
7 Joe Eyre, John Steile III, Charles Marshall, and Ethel Nelson
8 natural persons and residences of the State of Idaho, have this
9 day voluntarily associated ourselves together for the purpose of
10 forming a non-profit cooperative association under the laws of
11 the State of Idaho, Chapter 10, Title 30, and we do hereby certify:

12 I.

13 That the name of this corporation is Jerome Bicentennial,
14 Inc.

15 II.

16 That this corporation shall have perpetual existence.

17 III.

18 That the purposes for which this corporation is formed
19 are the following:

20 A. This corporation is not formed in contemplation
21 of pecuniary gain and/or profit to the members thereof.

22 B. To designate who may be members, and to provide
23 for the method of termination of membership.

24 C. To advance the civic development and the economic
25 growth of this community.

26 D. This corporation is formed for charitable purposes,
27 the primary charitable purpose of which is the public education
28 and participation in a Bicentennial celebration celebrating the

1 200th anniversary of the United States of America. This corporation
2 shall conduct such activities as educational programs, pageants,
3 parades, speeches, and other related activities which stress the
4 American heritage and the spirit of man which has been the basis
5 of our country for the past 200 years. The corporation will allow
6 the community of Jerome to explore it's history, explore the history
7 of the American spirit, and at the same time to plan for the future.

8 E. To purchase, have, hold, lease, use and take possession
9 of, own and enjoy any real or personal property necessary or incident
10 to, or connected with, the purposes of this corporation; and to
11 sell, lease, alienate and dispose of the same at the pleasure of
12 the corporation.

13 F. To borrow or raise money for any of the purposes
14 of this corporation and, from time to time, without limit as to
15 amount, to draw, make, accept, endorse, guarantee, execute and
16 issue promissory notes, drafts, bills of exchange, warrants, bonds,
17 debentures, and other negotiable or non-negotiable instruments
18 and evidence of indebtedness, and to secure the payment thereof,
19 and of the interest thereon, by mortgage on, or pledge, conveyance,
20 or assignment in trust, of the whole or any part of the assets
21 of the corporation, real, personal or mixed, including contract
22 rights, whether at the time owned or thereafter acquired, and to
23 sell, pledge, or otherwise dispose of such securities or obligations
24 of the corporation.

25 G. The above enumerated purposes shall also be considered
26 a statement of powers, and this corporation may do each and every
27 thing suitable or proper for the accomplishment or attainment of
28 the corporation. In addition thereto, the corporation shall have

1 and may exercise any other or further powers or privileges granted
2 by the law of the State of Idaho to corporations of this character.
3 The statements contained in each clause shall be in no way limited
4 or restricted by reference to, or inference from the terms of any
5 other clause, but shall be regarded as independent purposes and
6 powers; and no recitation, or declaration or enumeration of specific
7 powers or purposes herein enumerated shall be deemed to be exclusive,
8 and it is hereby expressly declared that all other lawful powers,
9 not inconsistent herewith, are included herein.

10 H. To do any other act, or to enter into any contract
11 that a natural person might lawfully do or enter into. And generally,
12 to transact and carry on any other business and to exercise any
13 other powers which may be necessary, proper or convenient to be
14 carried on or exercised in connection with any of the foregoing
15 purposes or instances thereto.

16 I. That the corporation will not carry on activities
17 of a propoganda nature or attempt to influence legislation or will
18 not intervene or participate in any political campaign on behalf
19 of any candidate for public office.

20 J. No earnings of the corporation will inure to the
21 benefit of any private shareholder or individual.

22 IV.

23 That the principal office for the transaction of business
24 of this corporation is to be located in the City of Jerome, County
25 of Jerome, State of Idaho.

26 V.

27 A. This corporation shall not have any capital stock,
28 but shall admit members into the corporation upon the payment of

1 a membership fee to be provided for in the By-Laws of this corporation.
2 New members will not be admitted unless approved by the corporation,
3 subject to a quorum vote of the members present at a membership
4 meeting.

5 B. Voting power of the members of this corporation
6 shall be equal. However, each voting member may, by written proxy,
7 designate an agent to vote his rights.

8 C. This corporation is one which does not contemplate
9 pecuniary gain or profit to the members thereof.

10 D. Membership in this corporation shall not be assignable.

11 E. Dues and assessments may be levied against the members
12 of this corporation by the Board of Directors as provided in the
13 By-Laws.

14 F. The members of this corporation shall never be or
15 become liable for the payment of any of the debts or liabilities
16 of the association, and the private property of the stockholders
17 shall not be subject to or liable for the payment of association
18 debts to any extent whatever.

19 VI.

20 That the names and post office addresses of the incorpor-
21 ators and those to whom certificates of membership will be issued,
22 each having one certificate of membership, and being a citizen
23 of the United States, are as follows:

24 Lloyd Duncan
Route 1, Box 37, Jerome, Idaho 83338
25 J. William Hart
Box 445, Jerome, Idaho 83338
26 Verla Stroud
420 East Avenue D, Jerome, Idaho 83338
27 Melvin Magnelli
1444 Olympia Drive, Jerome, Idaho 83338
28 Charles Ireton
1304 North Davis, Jerome, Idaho 83338

1 Joe Eyre
2 532 Glacier Drive, Jerome, Idaho 83338
3 John Steile, III
4 720 East Avenue C, Jerome, Idaho 83338
5 Charles Marshall,
6 Box 288, Jerome, Idaho 83338
7 Ethel Nelson
8 615 East Main Street, Jerome, Idaho 83338
9

10 VII.

11 The government of this corporation, and the management of its
12 affairs, shall be vested in a Board of Directors consisting of
13 not less than five (5) nor more than fifteen (15) members, and
14 within such limits, the number, qualifications, term of office,
15 manner of election, and powers and duties of directors shall be
16 fixed and may be altered from time to time as may be provided for
17 in the By-Laws. The incorporators shall act in the capacity of
18 directors of this corporation until their successors are elected
19 and qualified.

20 The corporation shall have the right to prescribe through
21 its By-Laws for any matters and things pertaining to the directors,
22 including the right to change the number thereof from time to time,
23 not to exceed or be less than the number of directors set forth
24 in these articles.

25 VIII.

26 The annual meeting of this corporation shall be held
27 at such time and place as may be provided for in the By-Laws.


28 Such other meetings of the members and of the Board of Directors
shall be held as may be provided for in the By-Laws.

IX.

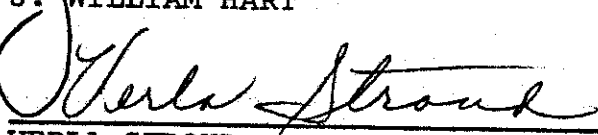
These Articles of Incorporation may be altered or amended
by a two-thirds vote of all voting members of the corporation present

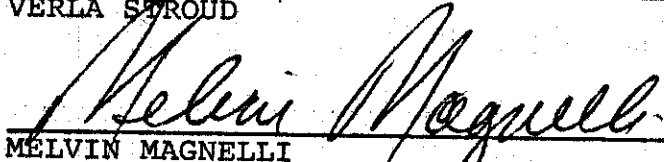
1 at any regular meeting thereof, or any special meeting, called
2 for that purpose, provided that a quorum, as specified in the By-
3 Laws of this association, or the laws of the State of Idaho be
4 present and notice of the proposed change has been given the members
5 ten days before the meeting.

6 IN WITNESS WHEREOF, we have hereunto set our hands this
7 30th day of September, 1975.

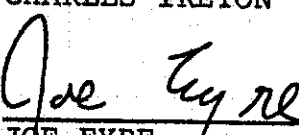
8 
9 LLOYD DUNCAN

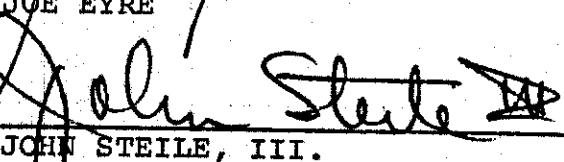
10 
11 J. WILLIAM HART


12 
13 VERLA STROUD

14 
15 MELVIN MAGNELLI

16 
17 CHARLES IRETON

18 
19 JOE EYRE

20 
21 JOHN STEILE, III.

22 
23 CHARLES MARSHALL

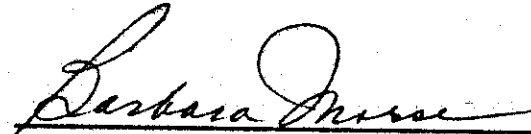
24 
25 ETHEL NELSON

26 STATE OF IDAHO)
27 :ss.
28 County of Jerome)

On this 8th day of October, 1975, before

1 me, the undersigned, a Notary Public in and for said County and
2 State, personally appeared LLOYD DUNCAN, known to me to be the
3 person whose name is subscribed to the within instrument, and acknow-
4 ledged to me that he executed the same.


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

7 
Notary Public for Idaho
Residing at Jerome

8 STATE OF IDAHO)
9 :ss.
County of Jerome)

10 On this 8th day of October, 1975, before
11 me, the undersigned, a Notary Public in and for said County and
12 State, personally appeared J. WILLIAM HART, known to me to be the
person whose name is subscribed to the within instrument, and acknow-
ledged to me that he executed the same.


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

15 
16 Notary Public for Idaho
17 Residing at Jerome

18 STATE OF IDAHO)
19 :ss.
County of Jerome)

20 On this 8th day of October, 1975, before me,
21 the undersigned, a Notary Public in and for said County and State,
22 personally appeared VERLA STROUD, known to me to be the person
whose name is subscribed to the within instrument, and acknowledged
to me that she executed the same.

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

25 
26 Notary Public for Idaho
27 Residing at Jerome

1 STATE OF IDAHO)

:ss.

2 County of Jerome)

3 On this 8th day of October, 1975, before
4 me, the undersigned, a Notary Public in and for said County and
5 State, personally appeared MELVIN MAGNELLI, known to me to be the
6 person whose name is subscribed to the within instrument, and
7 acknowledged to me that he executed the same.

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

10 
11 Notary Public for Idaho
12 Residing at Jerome

11 STATE OF IDAHO)

:ss.

12 County of Jerome)

13 On this 8th day of October, 1975, before me,
14 the undersigned, a Notary Public in and for said County and State,
15 personally appeared CHARLES IRETON, known to me to be the person
16 whose name is subscribed to the within instrument, and acknowledged
17 to me that he executed the same.

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

20 
21 Notary Public for Idaho
22 Residing at Jerome

21 STATE OF IDAHO)

:ss.

22 County of Jerome)

23 On this 8th day of October, 1975, before
24 me, the undersigned, a Notary Public in and for said County and
25 State, personally appeared JOE EYRE, known to me to be the person
26 whose name is subscribed to the within instrument, and acknowledged
27 to me that he executed the same.

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


Notary Public for Idaho
Residing at Jerome

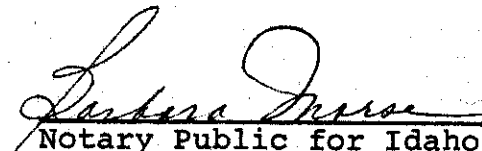
1 STATE OF IDAHO)

:ss.

2 County of Jerome)

3 On this 8th day of October, 1975, before me,
4 the undersigned, a Notary Public in and for said County and State,
5 personally appeared JOHN STEILE, III., known to me to be the person
whose name is subscribed to the within instrument, and acknowledged
to me that he executed the same.

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

8 
9 Notary Public for Idaho
10 Residing at Jerome

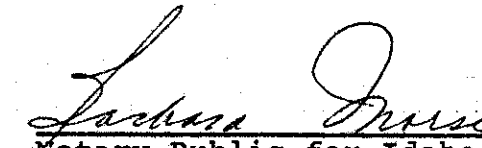
11 STATE OF IDAHO)

:ss.

12 County of Jerome)

13 On this 8th day of October, 1975, before
14 me, the undersigned, a Notary Public in and for said County and
15 State, personally appeared CHARLES MARSHALL, known to me to be the
person whose name is subscribed to the within instrument, and acknow-
ledged to me that he executed the same.

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

18 
19 Notary Public for Idaho
20 Residing at Jerome

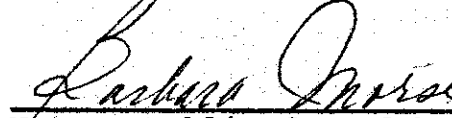
21 STATE OF IDAHO)

:ss.

22 County of Jerome)

23 On this 8th day of October, 1975, before me,
24 the undersigned, a Notary Public in and for said County and State,
25 personally appeared ETHEL NELSON, known to me to be the person
whose name is subscribed to the within instrument, and acknowledged
to me that she executed the same.

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

28 
Notary Public for Idaho
Residing at Jerome