



Department of State.

CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS,

I, ~~JACOB H. HARRIS~~, 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

NEZ PERCE COUNTY FAIR BUILDINGS, INC.

was filed in the office of the Secretary of State on the **eighth** day of **May,** A. D. One Thousand Nine Hundred **Fifty-Nine,** and is duly recorded on Film No. **106** 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 **Lewiston,** in the County of **Nez Perce,** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative 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 **eighth** day of **May**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
NEZ PERCE COUNTY FAIR BUILDINGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States and residents of the State of Idaho, do hereby associate ourselves together to form a non-profit corporation, and in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 10 of Article 30, Idaho Code, and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, and we do hereby certify and declare as follows:

I.

The name of this corporation is Nez Perce County Fair Buildings, Inc.

II.

The principal place of business and post office address of this corporation shall be in Lewiston, Nez Perce County, Idaho.

III.

The duration of this corporation shall be perpetual.

IV.

This corporation is not organized for pecuniary profit nor shall it have any power to issue any capital stock, and no part of its earnings shall inure to any member, director or individual, the purposes and objects for which this corporation is formed are as follows: To own, acquire, or lease ground and erect buildings and property thereon, to manage buildings and property for county fair purposes, for agricultural exhibitions, horse, cattle and livestock shows and sales, for community-civic center purposes, and for community educational, recreational and social purposes; to erect and maintain a play field, recreational park or stadium to serve as a memorial to the deceased soldiers, sailors and marines of World War II.

For the foregoing purposes and to that end to borrow money, to buy, sell, hold, acquire, own, mortgage, hypothecate, transfer, lease, exchange, trade or otherwise to acquire or dispose of real and personal property and otherwise do all acts and things necessary or convenient in or about the conduct, management and carrying on of such activities, objectives and purposes and to make, perform and carry out contracts and agreements for any lawful purpose to the same extent and as fully as natural persons might or could do, and to do, perform and carry on its business as principal, agent, trustee or otherwise and either alone or in conjunction with any other person, firm, association, corporation and with the agencies, departments, and officers of the county, state and federal government.

V.

The membership of this corporation shall be limited to those persons now and hereafter serving as duly appointed, qualified and acting members of the Nez Perce County Fair Board and shall remain members of this corporation during their tenure as members of the Nez Perce County Fair Board and until their successors upon the Nez Perce County Fair Board shall have been duly appointed and qualified. Membership in the corporation shall not entitle a person to any interest whatsoever in the assets of the corporation but only to participate in the management of the affairs of the corporation, in meetings of the members regularly called and held within the period covered by the membership. The members of this corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation. Members' rights and interests shall be equal.

VI.

The number of directors of the corporation shall be seven or such additional number as shall, from time to time, be specified in the By-Laws of the corporation, the initial board of directors to consist of all members of the Nez Perce County Fair Board whose names and addresses are as follows:

Hugh Parks
Buford Webb
E. C. Rettig
Herbert Powell
George Wilkinson
John Thiessen
Gerald Storer

Lewiston, Idaho
Lewiston, Idaho
Lewiston, Idaho
Lewiston, Idaho
Lewiston, Idaho
Lewiston, Idaho
Lewiston, Idaho

VII.

This corporation shall not have a corporate seal.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 27th
day of April, 1959.

Hugh Parks (SEAL)
Buford Webb (SEAL)
E. C. Rettig (SEAL)
Herbert Powell (SEAL)
George Wilkinson (SEAL)
John Thiessen (SEAL)
Gerald H. Storer (SEAL)

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 27th day of April, 1959, before me, the undersigned, a Notary Public in and for the state of Idaho, personally appeared HUGH PARKS, E. C. RETTIG, BUFORD WEBB, HERBERT POWELL, GEORGE WILKINSON, JOHN THIESSEN, and GERALD STORER, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, that they are citizens of the United States and residents of the State of Idaho, over the age of 21 years.

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

Lynne B. Deak
Notary Public in and for the State of Idaho
Residing at Lewiston therein.

BLAKE AND GIVENS
LAWYERS
LEWISTON, IDAHO