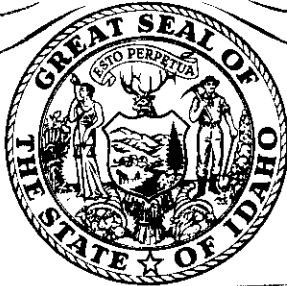


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ~~ARNOLD WILLIAMS~~ <sup>PETE T. CENARRUSA</sup> 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

**IDAHO THOROUGHBRED BREEDERS ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **fifteenth** day of **May** A. D. One Thousand Nine Hundred **seventy** and is ~~also~~ recorded on ~~Film No.~~ <sup>microfilm</sup> of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **15th** day of **May**, A.D., 19 **70**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
IDAHO THOROUGHBRED BREEDERS ASSOCIATION, INC.

\* \* \* \*

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation not for profit under Section 30-1101 of the Idaho Code, as amended, and under the laws of the State of Idaho in general, and we do hereby certify, declare and adopt the following articles of incorporation:

I

The name of this corporation shall be Idaho Thoroughbred Breeders Association, Inc.

II

The period of existence and duration of the life of this corporation shall be perpetual.

III

The location of the registered office of this corporation shall be Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be Boise, Idaho.

#### IV

The objects of this Association shall be to promote and encourage the breeding and racing of Thoroughbreds in the State of Idaho and elsewhere, and to do all things necessary which the members or directors of the Association shall deem necessary or desirable to accomplish such objects, within the limitations herein set forth.

This corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in remunerative profit to the members.

Subject to the foregoing limitations and in accordance with the objects hereinabove set forth, the purposes, powers, business and pursuits of this corporation shall be as follows:

To receive gifts and grants of money and property of every kind, and to administer the same as shall be deemed desirable in carrying out the objects of this corporation.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs,

and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with its business or objects, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

#### V

In furtherance, and not in limitation of the powers confirmed by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

#### VI

The corporation formed hereby shall have no capital stock, and shall be composed of members rather than shareholders. The conditions and regulations of membership and

the rights or other privileges of the classes of members shall be determined and fixed by the by-laws of the corporation.

No interest of any member in this corporation shall be assignable or transferable, and no membership in this association shall be considered as having any monetary value. Any member may be expelled from the corporation upon the conditions, and for the reasons as may be specified in the by-laws.

## VII

This corporation shall be the successor in interest to Idaho Thoroughbred Breeders Association, an unincorporated organization, and is hereby formed pursuant to resolution unanimously adopted by the membership thereof at a meeting duly called for that purpose, held on May 5, 1970, at 8:00 P.M. of that day at William Kosterman's Hi View Ranch located on Ten Mile Road one quarter mile South of Overland Road, in Ada County, Idaho.

William Kosterman, vice president of said unincorporated association, caused notice of the time and place of such meeting to be published for more than two weeks prior thereto in two weekly editions of the Intermountain Observer, a newspaper published and circulated in Boise and Ada County, Idaho, and caused such notice also to be posted continuously for more than two weeks prior to such meeting in the building and

room where such meeting was held. Said notice expressly stated that the purpose of such meeting would be for the election of fifteen directors to constitute the board of directors of this corporation.

At such meeting, by election duly held and whereat a majority of the members of the unincorporated organization in attendance at such meeting voted, the following named persons were duly elected to constitute the initial board of directors of this corporation:

<u>Name</u>	<u>Address</u>
<u>Fred Snook</u>	<u>Salmon, Idaho</u>
<u>Gordon Gilbert</u>	<u>King Hill, Idaho</u>
<u>Bert Callen</u>	<u>Jerome, Idaho</u>
<u>James Woodward</u>	<u>Boise, Idaho</u>
<u>Jim Nazworthy</u>	<u>Boise, Idaho</u>
<u>Wally Fisher</u>	<u>Meridian, Idaho</u>
<u>T. O. Ohngren</u>	<u>Nampa, Idaho</u>
<u>Sterling Ott</u>	<u>Homedale, Idaho</u>



<u>Lewis Groom</u>	<u>Meridian, Idaho</u>
<u>John Parke</u>	<u>King Hill, Idaho</u>
<u>Robert Graham</u>	<u>King Hill, Idaho</u>
<u>William Kosterman</u>	<u>Meridian, Idaho</u>
<u>Mark Fullmer</u>	<u>Boise, Idaho</u>
<u>Orvill Merrell</u>	<u>Boise, Idaho</u>
<u>Wilford Elisen</u>	<u>Pocatello, Idaho</u>

#### VIII

The name and post office address of each of the incorporators is set out at the end hereof by their signatures hereto, together with such post office address.

#### IX

The private property of the members of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever, regardless of how such debts are incurred.

X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all acts conferred upon members herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original members hereinbefore mentioned for the purposes of forming a corporation not for profit to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to become members of such corporation, and accordingly have hereunto set our hands and seals this 5th day of May, 1970.

<u>Name</u>	<u>Address</u>
<u>W. H. Graham</u>	<u>King Hill Idaho</u>
<u>Augustine Drake</u>	<u>Boise</u>
<u>Andrew Gilbert</u>	<u>King Hill Idaho</u>
<u>Stuebner, Otto</u>	<u>Boise Idaho.</u>
<u>John A. Parker</u>	<u>King Hill, Idaho</u>
<u>Jim Mayworth</u>	<u>Boise Idaho</u>
<u>Jim Watson</u>	<u>Emmett Idaho</u>
<u>Sonya Fisher</u>	<u>Meridian</u>
<u>L. A. Chy</u>	<u>Meridian, Idaho</u>

**Name**

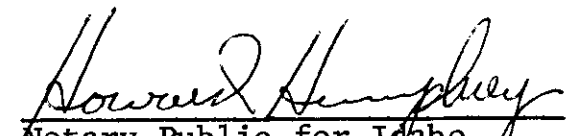
Address

Name	Address
Lewis Groon	TPR#3 Meridian, Idaho
Sandra J. Scott	Rt. 1, Kuna, Ida. 83634
Joy Kesterman	Rt. 3, Meridian, Ida.
Wm. Kesterman	Rt. 3, Meridian, Idaho
J. E. Murphy	Rt 2 Meridian Idaho
Nancy McConaughy	Rt. 2 Meridian, Idaho

STATE OF IDAHO     )  
                              ) ss  
County of Ada     )


On this 5th day of May, 1970, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT D. GRAHAM, AUBURN DRAHN, GORDON GILBERT, STERLING OTT, JOHN C. PARKE, JIM NAZWORTHY, JIM WATSON, SONYA FISHER, T. O. OHNGREN, LEWIS GROOM, LINDA J. SCOTT, JOY KOSTERMAN, WILLIAM KOSTERMAN, GLEN E. McCONAUGHEY and NANCY McCONAUGHEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

  
Notary Public for Idaho  
Residence: Boise, Idaho

### VERIFICATION

I, William Kosterman, do hereby certify that as Vice President of Idaho Thoroughbred Breeders Association of Boise, Idaho, an unincorporated association, I presided over the meeting of the membership of such unincorporated association, held on May 5, 1970, and referred to in Article VII of the foregoing Articles of Incorporation, and do further certify that all of the facts stated in said foregoing Articles of Incorporation concerning the publication and posting of notice of such meeting, and the contents thereof, and concerning the election held pursuant thereto are true, and I have accordingly hereunto set my hand this 5<sup>th</sup> day of May, 1970.

  
William Kosterman

# PROOF OF PUBLICATION

County of Ada,  
ss.  
State of Idaho,

Donna Griggs, being first duly sworn, on oath  
says he is the office manager of THE INTERMOUNTAIN OBSERVER,  
a newspaper of general circulation, published weekly by the LITERARY EN-  
TERPRISES, INC., publishers and printers thereof, at Boise, County of Ada,  
State of Idaho;

That the annexed notice was published in said newspaper on each and every  
week for two consecutive weeks, the first publication being  
on the 25th day of April, 1970, and the last publication  
being on the 2nd day of May, 1970;

That said newspaper is of general circulation and has been printed and  
published continuously and uninterruptedly in said county during a period of  
more than seventy-eight consecutive weeks prior to the first publication of  
the attached notice.

Donna Griggs

Subscribed and sworn before me this 2nd day of May

1970

G. J. Reynolds  
Notary Public

(SEAL)

My commission expires 8/30/71

NOTICE  
NOTICE IS HEREBY GIVEN,  
pursuant to Section 30-1102 of the  
Idaho Code, that a meeting of the  
members of the Idaho Thoroughbred  
Breeders Association will be held on  
the 5th day of May, 1970, at 8:00  
o'clock p.m., of that day, at William  
Kosterman's Hi View Ranch, located  
on 10 Mile Road, one quarter mile  
south of Overland Road, southwest of  
Meridian, Ada County, Idaho.

The meeting will be held for the  
following purposes:

1. To consider and pass upon a  
resolution to incorporate the Idaho  
Thoroughbred Breeders Association as  
a not for profit corporation pursuant  
to Title 30, Chapter 11, of the Idaho  
Code;
2. To adopt By-Laws for the  
corporation;
3. To elect 15 directors who will  
constitute the Board of Directors of  
said corporation for the management,  
control and operation thereof;
4. To transact such other business  
as may properly come before the  
meeting.

DATED this 22nd day of April,  
1970.

IDAHO THOROUGHBRED  
BREEDERS ASSOCIATION  
WILLIAM KOSTERMAN  
Vice President

4/25, 5/2