



Department of State.

CERTIFICATE OF INCORPORATION OF

RODS OF IDAHO AND OREGON, (RIO), INC.

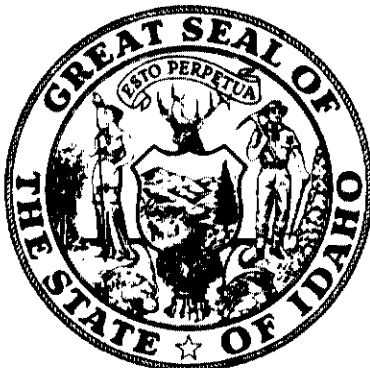
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RODS OF IDAHO AND OREGON, (RIO), INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated April 30, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

ARTICLES OF INCORPORATION
OF THE
RODS OF IDAHO AND OREGON, (RIO), INC.

APR 30 2 35 PM '91
SECRETARY OF STATE

ARTICLE ONE
NAME AND LOCATION

The name of the corporation shall be Rods of Idaho And Oregon, (RIO), Inc. of Welser, Idaho, and its location shall be: 820 East Commercial Street, City of Welser, County of Washington, State of Idaho.

ARTICLE TWO
DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE
PURPOSE

This corporation shall be a non-profit corporation which shall have as its primary purpose, family directed occasion's for the fun and display of pre 1960 automobiles (Street Rods, Classic Cars, Custom Cars, Antique Cars, Pick-ups, Stock Cars, etc.) and the promotion of automobile paraphernalia for the interest of the participants of the runs and the general public.

Participants and the general public will be entertained in a wholesome, lawful and socially acceptable manner.

No part of the organization's net earnings will insure to the benefit of any individual member and / or board members, under section 501 (c) (3) of the internal revenue code.

ARTICLE FOUR

ORGANIZATION

The number of directors constituting the board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as initial directors are as follows:

Frank E. Rast
918 W. 3rd St.
Welser, Idaho 83672

President:

Jerry L. Donoho
10891 Payette Heights Rd.
Payette, Idaho 83661

Vice President:

Mildred Cox
820 East Commercial
Welser, Idaho 83672

Secretary / Treasurer:

Kathy Jones
125 S. 21st St.
Payette, Idaho 83661

Board Director:

Jane Rast
918 W. 3rd St.
Welser, Idaho 83672

Board Director:

The manner in which the directors are to be elected by the members is as follows:

In September of each year an election shall be held, each term shall be for one year and shall be voted in by a majority of the membership.

ARTICLE FIVE
CORPORATE OFFICERS

The president shall preside at all meetings of the association; appoint such committees as necessary to carry out the activities of the association; issue the call for regular and special meetings; see that regular elections are held in accordance with the association constitution.

The vice president shall perform the duties of the president in his absence; shall be in charge of the elections; shall maintain quiet and order at all meetings; and shall see that the orders of the president are carried out.

The secretary- treasurer shall be responsible for collecting and dispersing all monies necessary for the operation of the association; shall take notes; minutes, and shall read such at each meeting, and be responsible for collecting mail and all other duties deemed necessary for such position.

The board of directors shall be responsible for the execution, through its officers, of the authorized policies of the club; authorize all expenditures of club funds; determine club policy; shall by majority vote, fill vacancies in any office; and shall submit to the club, in regular meetings, recommendations which it has approved affecting the policies of the association.

ARTICLE SIX

MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be as follows:

Section 1. A prospective member must own a pre 1960 car.

Section 2. To become an R. I. O. member a person must:

- a. Be sponsored by a member in good standing.
- b. An initiation fee of \$5.00 must be paid by second meeting.
- c. Will be a prospect for three (3) months.
- d. There will be an open discussion by members before voting, with prospect leaving room.
- e. Must be voted in by majority of members in good standing.

Section 3. To remain an active member, in good standing a person must meet the following requirements.

- a. Member must attend at least two (2) organized runs per year.
- b. Must continue to pay dues and attend six (6) meetings per year.
- c. If article six, sec. 3, A & B, are not met, the member will be considered inactive and can not hold office or vote.

Section 4. Expulsions: Any member may be expelled for infraction of the club rules, or such other causes as may be determined by the majority of the members, as being in the best interest of the club. However, before such action is taken, the member shall have an opportunity to submit in writing, or in person, his position on any charge of which he shall be notified.

ARTICLE SEVEN

AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE EIGHT

INCORPORATOR

The name and residence of the person forming this corporation is as follows:

Frank E. Rast
918 W. 3rd St.
Weiser, Idaho 83672

Resident Telephone: 549-0563
Business Telephone: 549-1965

Frank E. Rast will also serve as registered agent. The address of the registered agent is as noted above.

Above articles of incorporation are hereby submitted and filed with the office of the Secretary of State, in and for The State of Idaho, on the 30 th day of APRIL,

1991.

SIGNATURE Frank E. Rast