

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

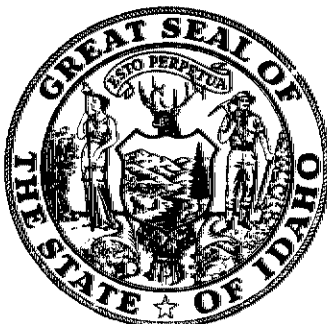
AMERICAN HORSE FOUNDATION, INC.

File number C 119926

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 AMERICAN HORSE FOUNDATION, 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: June 19, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

**ARTICLES OF INCORPORATION
OF
AMERICAN HORSE FOUNDATION, INC.**

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SECRETARY OF STATE
STATE OF IDAHO
The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation.

Article I.

The name of the Corporation is American Horse Foundation, Inc.

Article II.

The Corporation is organized as a charitable nonprofit corporation under the provisions of Chapter 3 of Title 30, Idaho Code.

Article III.

The period of the duration of the Corporation is perpetual.

Article IV.

The location of the Corporation is in the City of Twin Falls, County of Twin Falls, and in the State of Idaho. The address of the initial registered office is 834 Falls Avenue, suite 1130, PO Box 186, Twin Falls, Idaho, and the name of the initial registered agent at this address is Jay Proost.

Article V.

The purpose for which the Corporation is organized and will be operated are as follows:

- A. The Corporation is organized exclusively for charitable, religious, and educational purposes, including the purpose of providing, promoting or establishing equine related supplies, instruction, or programs for public or private institutions by way of materials, seminars, scholarships, or grants.
- B. The purpose for which this charitable nonprofit Corporation is organized shall be limited to only those charitable, religious, and educational purposes which allow it to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

IDAHO SECRETARY OF STATE
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- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that at that time lawfully carry on or do.

Article VI.

No part of the net earnings of the assets of the Corporation shall inure to the benefit of, or be distributed to, its members, 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 payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII.

The Corporation shall not have any members.

Article VIII.

The affairs of the Corporation shall be managed by its Board of Directors. The member of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jay Proost	4060 Canyon Ridge Drive Twin Falls, Idaho 83301
Elaine Proost	4060 Canyon Ridge Drive Twin Falls, Idaho 83301
Nick Vande Steeg	834 Falls Avenue, #1130 PO Box 186 Twin Falls, Idaho 83303-0186

Article IX.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to Christian evangelical religious nonprofit corporations or organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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, which are organized and operated exclusively for such purposes.

Article X.

The name and street address of the incorporator is Jay Proost, 4060 Canyon Ridge Drive, Twin Falls, Idaho 83301.

Article XI.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 17 day of JUNE, 1997.

