

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

EH CAPA, 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 _____
EH CAPA, 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 _____, 19 _____.

July 14th

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Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION
SECRETARY OF
STATE
OF
EH CAPA, INC.

I, the undersigned, a resident of the State of Idaho, desiring to form a corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code, do hereby make, subscribe, and acknowledge these Articles as follows:

1. Name. The name of the corporation shall be EH CAPA, INC.

2. Non-Profit Purpose. The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. Purposes. The specific purposes for which the corporation is organized, but without expanding upon the purposes stated in Article 2 above, are:

A. To promote a public awareness in this state and the members of the corporation of the history and culture of the American Indians and the western heritage.

B. To provide activities for youth members that involve close contact with horses and participation in

events, including trail riding, mountain riding and family camping, parades and demonstrations. The activities shall be conducted for the ultimate goal of combating juvenile delinquency and educating youth members and the public in the handling and riding of horses and fostering, promoting and developing in the youth members and the public ideals and traits of responsibility, physical fitness, care and handling of horses and the prevention of cruelty to horses.

C. To conduct classes as to the proper feeding and the general and medical care of horses. Such classes to be given to members and nonmembers as to such horse care and as to riding techniques.

D. To educate youth members and the public on the conduct of horse shows, both participatory and nonparticipatory, and the youth members shall be encouraged and assisted in the conduct of horse shows for the general public at selected public events.

The corporation is organized exclusively for a nonprofit purpose, including in its purpose the capacity to receive membership dues and donations with strict accountability as to such funds, to be used as and for the purposes of the corporation set forth in Articles 2 and 3 hereof.

4. Limitation on Distributions and Activities. No part of the net earnings of the corporation shall inure to the benefit

of, or be distributable to its members, trustees, 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 2 hereof and to reimburse members for reasonable expenses incurred by members engaged in activities in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to, activities which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or

engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

5. Organization. This corporation is not for profit and has no capital stock. Its organization is one of membership.

6. Scope of Activity. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes set forth in Articles 2 and 3 for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any such purposes.

7. Duration. This corporation shall have perpetual existence.

8. Distribution on Dissolution or Liquidation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an

exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 the court shall determine, which are organized and operated exclusively for such purpose.

9. Place of Operation. The operations and activities of the corporation are to be conducted principally within the State of Idaho, but may be conducted elsewhere.

10. Principal Office. The corporation's principal office shall be located in the City of Boise, County of Ada, State of Idaho.

11. Address for Notice. The address to which the Secretary of State or any other person shall mail a copy of any notice required by law is P. O. Box 2720, Boise, Idaho 83702.

12. Registered Agent. The corporation designates Kenneth L. Pursley, whose registered address is P. O. Box 2720, Boise, Idaho 83702, its registered agent in the state upon whom process against the corporation may be served.

13. Number of Directors. The number of directors shall be five.

14. Names of Directors. The names and addresses of the Directors until the first annual meeting of the corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| William H. Ball | 1058 Justin Pl. Boise, ID |
| Galan Merrill | 1275 E. State St. Eagle, ID 83616 |
| Lillian Miller | Star, ID 83669 |
| Ernest J. Lombard | 1031 Strawberry Lane Boise, ID 83702 |
| Stuart B. Larimore | 9401 Chelan Ave. Boise, ID 83704 |

15. Powers of Board of Directors. The members of the Board of Directors shall have the power to make such bylaws, rules and regulations as they deem proper and advisable for the government and management of the membership and the affairs of the corporation. Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled for the remainder of the term in the manner provided in the Bylaws of the corporation. Any conveyance or encumbrance of all or any part of the property of the corporation may be made when authorized by two-thirds vote of the members of the Board of Directors entitled to vote who are present at the regular or special meeting of the corporation, provided that notice of the proposed conveyance or

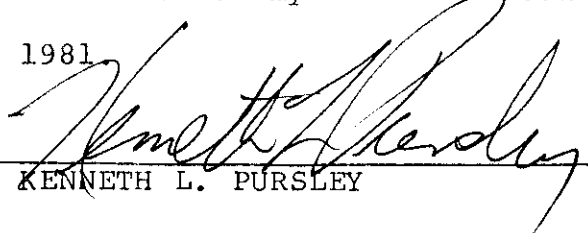
encumbrance shall have been mailed to all voting members in good standing at their last known addresses as shown on the corporate records, not less than thirty days prior to said meeting. The conveyance or encumbrance shall be executed by the Chairman of the Board of Directors as elected at the first scheduled meeting of the Board of Directors and shall be attested by the Secretary-Treasurer, as so elected by the Board, with the corporate seal affixed.

16. Amendments. The Articles of Incorporation or the Bylaws of the corporation may be amended at any regular or special meeting of the voting members of the corporation by a two-thirds vote of the members present, provided that notice of said amendment stating the substance thereof shall have been mailed to all voting members in good standing at their last known addresses as shown in the records, not less than thirty days prior to said meeting.

17. Incorporator. The name and street address of the incorporator is as follows:

Kenneth L. Pursley, Esq.
Suite 500, Statehouse Square
802 West Bannock Street
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this _____ day of _____, 1981



KENNETH L. PURSLEY