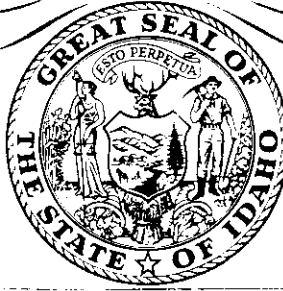


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

UP-RIVER SADDLE CLUB, INC.

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **June** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **129** 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 **Emida** in the County of **Benewah** 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 **29th** day of **June**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

of

UP-LIVIN SADDLE CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, being natural persons of full age, bona fide residents or taxpayers of the State of Idaho, and citizens of the United States, hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation under the provision of Title 31, Idaho Code, and the laws of the State of Idaho, and the acts amendatory and supplemental thereto, and we do hereby certify and declare as follows:

ARTICLE I

That the name of the corporation shall be UP-LIVIN SADDLE CLUB, INC.

ARTICLE II

That the objects and purposes for which this corporation is formed are as follows:

1. Provide pleasure for all members and their associates.
2. To encourage interest in saddle horses in the State of Idaho, with particular emphasis in the area of Latah County.
3. To initiate and carry out, without profit, programs designed to achieve the purposes for which this corporation is formed as set forth herein and to co-operate with all other individuals, groups or organizations by furnishing information, use of facilities or otherwise, in developing or completing such programs.
4. To inculcate and to promote a spirit of harmony among its members in achieving their common interests and to promote a spirit of public service and public responsibility throughout the county.
5. To acquire by purchase, gift, devise or otherwise, and to own, hold, or in any other manner dispose of property, real, personal or mixed, within or without the State of Idaho.

6. To enter into, make and perform contracts of every kind for any lawful purpose, but not for profit or gain, financial or otherwise, with any person, firm, association or corporation, town, city, county, political body, state, territory, government, or colony or dependency thereof.
7. The objects and purposes as specified herein should be regarded as independent objects and purposes, and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any clause or paragraph of these Articles of Incorporation.
8. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any way the general powers conferred upon this corporation by the laws of the State of Idaho.

ARTICLE III

That the existence of this corporation shall be perpetual.

ARTICLE IV

That the principal and registered office for the transaction of the business of this corporation is to be located at Lunda, County of Latah, Idaho.

ARTICLE V

That the names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

| NAME | ADDRESS |
|---------------------------|--------------------|
| Allen Quincy | Lunda, Idaho |
| Herb Hill | Lunda, Idaho |
| C. Keith Michael | Lunda, Idaho |
| Bob Short | Lunda, Idaho |
| Ray Michael | Lunda, Idaho |
| Grover Alvins | St. Charles, Idaho |
| Edith Hill - Jr. Teacher. | Lunda, Idaho |

The number of persons named above shall constitute the number of directors of the corporation until changed by an amendment to the By-laws increasing or decreasing the number of directors as may be desired.

ARTICLE VI

That the membership of the corporation shall consist of the signatories to these Articles of Incorporation and such other persons as may from time to time be elected to the membership of the corporation in compliance with the by-laws to be adopted.

A certificate of membership shall be issued each member of the corporation. Said certificates shall not be assignable nor can they be sold or transferred in any manner. The rights and interests of all members shall be equal.

IN WITNESS WHEREOF, the persons who are to act in the capacity of first directors and incorporators of the corporation have set their hands this 22nd day of May, 19 64.

Herb J Hill
Roy Michael
Allen M. Quincy
Pat Short
Keith Michael
Harold S. Blewett

PRESIDENT

VICE-PRESIDENT

SECRETARY

CHIEF OF POLICE)
)
 CHIEF OF ARMY)

on this 22 day of May, 1964,
before me, the undersigned, a Notary Public in and for said state,
personally appeared.

Herb L. Hill, L. Kirk Michael,
 Roy Michay, Arner L. Blewett,
 C. C. M. Quincy,
 J. B. Short, known to me to be the persons

whose names are subscribed to the within instrument; and acknowledge to me that they executed the same.

Gause, H. John
Notary Public for Idaho,
Residing at St. Maries
in Benewah County, Idaho
My commission expires
March 22, 1967

(C. 12)