

CERTIFICATE OF INCORPORATION  
OF

**MIDGET MOTION RACING, INCORPORATED**

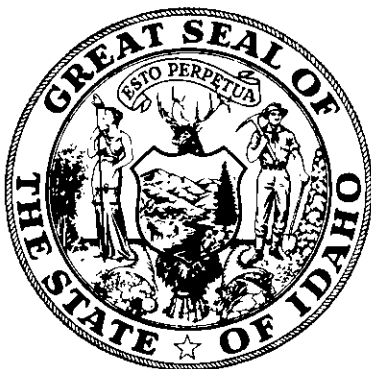
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**MIDGET MOTION RACING, INCORPORATED**

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 August 13, 19 84



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

Aug 13 10 31 AM '84

JUL 30 9 57 AM '84

STATE ARTICLES OF INCORPORATION  
OF  
MIDGET MOTION RACING, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States, do hereby associate ourselves together to form a Non-profit corporation under and pursuant to the provisions of Chapter 3, Title 30, of the Idaho Code, and all laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, and we do hereby certify and declare as follows:

I

NAME

The name of this corporation is MIDGET MOTION RACING, INCORPORATED.

II

NON PROFIT CORPORATION

This corporation is a non profit corporation and is not organized for pecuniary profit nor shall it have any power to issue any capital stock, and no part of its earnings shall inure to any member, director or individual, other than those employed for compensation by the corporation.

III

DURATION

The duration of the corporation shall be perpetual.

IV

PURPOSES

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

First - Charitable -- to provide organized activity

1 wherein entire families can participate together, which in turn  
2 will help prevent juvenile delinquency.

3 Second - Education -- to teach and instruct the members  
4 of the corporation in driving safety, sportsmanship, and to  
5 provide competition for the membership.

6 Third - To provide supervised and regulated races wherein  
7 midget cars compete.

8 Fourth - To promote, foster, and encourage the sport of  
9 Midget Motor racing; to engage in any activity in connection  
10 with the display, demonstration, or exhibition of quarter  
11 midgets.

12 Fifth - To lease real property and to procure, provide,  
13 purchase, and own all necessary personal property and equipment  
14 needed or advantageous in furtherance of the objects and  
15 purposes of the corporation.

16 Sixth - To solicit and receive gifts, donations, and  
17 gratuities necessary to support the objects and purposes of  
18 this corporation.

19 Seventh - To create and maintain good fellowship and  
20 sportsmanship among members of this corporation and to  
21 midget racing enthusiasts.

22 Eighth - To instill in members of the corporation a high  
23 respect for safe driving practices.

24 Ninth - To make all necessary by-laws, rules and  
25 regulations for admission to membership and the continuance of  
26 membership in the association.

27 Ten - To carry out its purposes, such corporation shall  
28 have all lawful powers as are set forth in Chapter 3 of Title  
29 30 of the Idaho Code, including but not limited to the follow-  
30 ing, to-wit:

31 (a) To receive, acquire, hold, purchase, dispose of,  
32 convey, mortgage, and or lease real and or personal property,

1 to dispose of, sell, lease, assign, transfer, mortgage and/or  
2 convey any rights, privileges, franchises, real or personal  
3 property of the corporation other than its franchise of being a  
4 corporation;

5 (b) To appoint such officers, employees and agents as  
6 the business of the corporation may require, and to allow them  
7 such compensation as is necessary;

8 (c) To invest surplus funds from time to time at the  
9 discretion of the Board of Directors of the corporation;

10 (d) To receive dues from members, and donations and  
11 contributions from any person, firm or corporation or other  
12 source to carry out the purposes of this corporation;

13 (e) To do all lawful acts as are necessary and expedient  
14 to accomplish the stated purposes of this corporation.

15 Eleventh - To exercise those powers commonly exercised by  
16 natural persons, and to do all acts and things useful or  
17 incidental to the purposes for which this corporation is  
18 constituted.

19 V

20 RIGHTS OF MEMBERS

21 The rights and interests of all members of the  
22 corporation shall be equal and no member can have or acquire a  
23 greater interest therein than any other member. The  
24 corporation shall not issue any capital stock, but shall issue  
25 membership certificates to each member thereof. Such  
26 certificates cannot be assigned so that the transferee thereof  
27 can by such transfer become a member of the corporation, except  
28 by resolution of the board of directors and under such  
29 regulations as the by-laws may prescribe. The qualifications  
30 for becoming a member of the corporation, and for continuing  
31 membership therein and for the termination of membership shall  
32 be as prescribed by the by-laws of the corporation.

1 VI

2 Board of Directors

3 The number of directors of this corporation shall be not  
4 less than nine (9), nor more than fifteen (15), as specified  
5 from time to time in the by-laws of the corporation. The  
6 initial board of directors shall consist of eight (8)  
7 directors.

8 VII

9 INITIAL REGISTERED OFFICE AND AGENT

10 The address of the initial registered office of the  
11 corporation is 716 CASSEL ST, LEWISTON ID 83501,  
12 and the name of its initial registered agent at such address is  
13 Kevin McKeehan.

14 VIII

15 DUES

16 Dues, if any, to be paid by the members of the  
17 corporation shall be as prescribed in the by-laws of the  
18 corporation.

19 IX

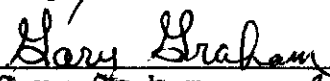
20 BY-LAWS

21 The by-laws of this corporation shall be adopted by the  
22 board of directors at its first meeting. The names and post  
23 office addresses of the incorporators of this corporation, who  
24 shall also serve as its board of directors until first election  
25 of directors called pursuant to the by-laws adopted by the  
26 corporation, are as follows:

<u>Name</u>	<u>Address</u>
Doug McMillan	Asotin, Washington 99402
Gary Graham	Box 892 Orofino, Idaho 83544
Kevin McKeehan	716 Castle Street Lewiston, Idaho 83501

1           IN WITNESS WHEREOF the said incorporators have hereunto  
2 set their hands and executed the foregoing Articles of  
3 Incorporation in triplicate this 27<sup>th</sup> day of July,  
4 1984.

5  
6  
7   
8 Doug McMillan


9   
10 Gary Graham

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12 Kevin McKeenan  
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1 STATE OF WASHINGTON )  
2 : ss  
3 County of Asotin )

4 On this day personally appeared before me DOUG  
5 McMILLAN, GARY GRAHAM and KEVIN MCKEEHAN, known to me to be the  
6 incorporators and the individuals described in and who executed  
7 the foregoing instrument, and acknowledged that they signed the  
8 same as their free and voluntary act and deed, for the uses and  
9 purposes therein mentioned.

10 GIVEN under my hand and official seal this 21<sup>st</sup> day  
11 of July, 1984.

12  
13  
14   
15 Notary Public in and for the  
16 State of Washington  
17 Residing at Clarkston