

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MELBA "OLDE TYME"
FOURTH OF JULY CELEBRATION, 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 MELBA "OLDE TYME" FOURTH OF JULY CELEBRATION, 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: May 15, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jamie Chadwick*

ARTICLES OF INCORPORATION

OF

MELBA "OLDE TYME"

MAY 15 3 52 PM '92
SECRETARY OF STATE

FOURTH OF JULY CELEBRATION, INC.

A Not-for-Profit Corporation

KNOW ALL MEN BY THESE PRESENT, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the non-profit laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I

The name of the corporation is: MELBA "OLDE TYME" FOURTH OF JULY CELEBRATION, INC.

ARTICLE II

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

- A. To develop, fund and operate an annual Fourth of July Celebration program for the people of the Melba community.
- B. The objective of this organization is to sponsor activities, entertainment and fireworks display to celebrate the Declaration of Independence of the United States of America.
- C. To form an association with all the powers and privileges under Chapter 10 of Title 30, Idaho Code for a non-profit association.
- D. To form an association wherein the rights and interests of all members shall be equal, and no member can have or acquire greater interest than any other member.

ARTICLE III

The corporation shall have the following powers:

- A. To do all acts as are necessary or convenient to obtain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation, and, without limiting the generality of

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the foregoing, the corporation shall have the power to do the following:

(1) To take and hold, directly or indirectly, by bequest devise, gift, purchase or lease either absolutely or in trust for any of its purposes, any property, real or personal, without limitation as to amount of value:

(2) To sell, convey, mortgage, grant, assign, lease or otherwise for any of its purposes, any property, real or personal, without limitation as to amount of value.

(3) To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, notes and other evidence of indebtedness, and for the purpose of securing indebtedness or contracts, can assign, deliver, convey, mortgage or pledge any property, real or personal without limitation as to amount or value, for any of its purposes: To buy, sell, trade and deal in, stocks, bonds and securities of every nature, and commodities of every nature, and contracts for the future delivery or commodities of every nature, or margin or otherwise, and, in connection therewith, to borrow money and to pledge any and all stocks, bonds, securities, commodities and contracts for the future delivery thereof.

(4) To solicit, collect, and receive moneys from public authority or private donors for use for any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any.

(5) To invest and reinvest any principal, and deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote its purposes: The power of investment and reinvestment shall not be subject to the trust principal prohibiting the mingling of assets from various donor's gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

ARTICLE IV

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and

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authorities of the Board of Directors and officers hereof in carrying out the purposes of the association.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the registered office of the corporation is P. O. Box 44, Melba, ID 83641. The registered agent is Ronald Wright, 1829 C. Southside Blvd., Melba, ID 83641.

ARTICLE VII

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each duly elected member of the Board of Directors hereof, which certificates cannot be assigned so that the transferee thereof can become a Board member of the corporation, except by approval of the Board of Directors and under such regulations as the By-Laws may prescribe. Such certificates of membership shall be signed by the President and Secretary. Members in good standing are entitled to a membership certificate for their specified term of office.

The rights and interests of all members shall be equal, and no member can acquire a greater interest, therein, than any other member.

ARTICLE VIII

The names and post office addresses of the incorporators and initial Board of Directors representing the membership of each, as indicated, are as follows:

Ronald Wright*
1829 C. Southside Blvd.
Melba, ID 83641

Donald Jamison
P.O. Box 148
Melba, ID 83641

Clyde Roberts
Route #1 Kuna Cave Road
Kuna, ID 83634

Earl Ratcliff*
5875 W. Kuna Cave Road
Kuna, ID 83634

Rosie Peck*
6445 Baseline Road
Melba, ID 83641

Evelyn Cooper*
P.O. Box 57
Melba, ID 83641

Mike Thompson
Drawer A
Melba, ID 83641

NOTE: * Indicates Incorporators

ARTICLE IX

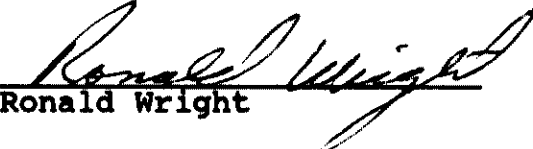
The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purpose of payment of expenses, conducting business or paying debts of the corporation. The Corporation will indemnify the officers and their designated representatives against lawsuits that may arise from injuries or damage to persons or property in connection with any activity which was approved or is sanctioned by the Board of Directors in an amount to be prescribed in the By-laws.

ARTICLE X


The number of directors of the corporation shall be specified in the By-Laws and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the By-Laws, provided that the number of directors shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the membership and until their successors are elected and qualified. The officers of the corporation shall be elected by the members at the annual meeting of said association and said officers shall be elected for a term of one year or until their successors are elected and qualified.

The authorized number and qualification of members of this corporation, the different classes of membership, if any, voting and other rights and privileges of each class of membership, and the liability of each and all classes of members for dues or assessments, if any, and the method of collection thereof shall be set forth in the By-Laws of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this _____ day of _____, 1992.


Ronald Wright


Earl Ratcliff


Rosie Peck


Evelyn Cooper

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STATE OF IDAHO)
) ss.
County of Canyon)

On this _____ day of _____, 1992, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared and, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same and that they were citizens of the United States of America and over the age of twenty-one years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal the day and year in this certificate first above written.

Glenn O'Dell
Notary Public for Idaho
Residing at Melba, Idaho