

CERTIFICATE OF INCORPORATION
OF

IDAHO-TARGHEE MORGAN HORSE ASSOCIATION, INC.

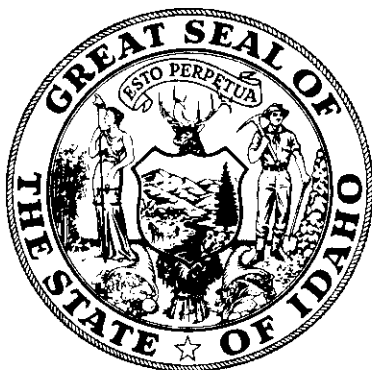
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO-TARGHEE MORGAN HORSE ASSOCIATION, 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 November 17, 19 80



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
IDAHO-TARGHEE MORGAN HORSE ASSOCIATION, INC.
(Non-profit Corporation)

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned persons, all of whom are citizens of the United States of America and of full age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation without capital stock, under and pursuant to Title 30, Section 30-117A of the laws of the State of Idaho, and that we do hereby make, acknowledge and declare the following to be our Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Idaho-Targhee Morgan Horse Association, Inc.

ARTICLE II

This corporation is a non-profit corporation, and shall have no capital stock; and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE III

The purposes of the corporation shall be:

1. To promote the Morgan horse as a breed.
2. To further the common interest of Morgan owners.
3. To encourage and support programs in the use of Morgan horses.

3. To provide youth activities such as to enhance the development of human behavior.

5. To promote the highest standard of sportsmanship and horsemanship as a source of healthful recreation.

ARTICLE IV

The location and post office address of the registered office and principal place of business of said corporation shall be the home address of the elected secretary in the State of Idaho.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

The number of directors of said non-profit corporation shall not be less than seven, with said directors elected for term of office up to three years. The Board of Directors are expressly authorized to make, alter, and direct activities within the By-Laws of the corporation at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration, and repeal by the membership at any annual meeting or at any special meeting called for such purposes. There shall be one voting right for each adult membership, whether owned in singularity or two for each family membership. Voting rights and membership and continuation thereof shall be dependent upon the paid up membership of the voter.

The following persons shall serve as the incorporators and initial Board of Directors until their successors are duly elected and qualified, to-wit:

<u>Name</u>	<u>Address</u>
<u>Wyndell Banister</u>	<u>Route 8, Box 229</u>
	<u>Idaho Falls, ID 83401</u>
<u>Robert George</u>	<u>P. O. Box 103</u>
	<u>Lewisville, ID 83431</u>
<u>Bud Spitz</u>	<u>Route 1</u>
	<u>Sugar City, ID 83448</u>
<u>Warren Knapp</u>	<u>Box 263</u>
	<u>Ashton, ID 83420</u>
<u>Janice Gay</u>	<u>Route 6, Box 217</u>
	<u>Idaho Falls, ID 83401</u>

ARTICLE VII

The Articles of Incorporation may be amended in the manner provided by the statutes of the State of Idaho at the time of Amendment, and all rights and powers conferred on directors and members herein are granted subject to this reservation.

ARTICLE VIII

Corporate Officers and Their Functions: The general officers of the corporation shall be president, vice president, secretary and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the by-laws.

The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

ARTICLE IX

The method and conditions on which members shall be accepted shall be set forth in the By-laws of the corporation.

ARTICLE X

The Registered Agent for this corporation shall be Wyndell Banister,
Route 8, Box 229, Idaho Falls, Idaho, 83401.

ARTICLE XI

This corporation shall not issue any stock but may issue membership
certificates to each member thereof and all members shall be equal and no
individual member shall be liable or responsible for the debts or liabilities
of the corporation. The duration of this corporation shall be perpetual.

ARTICLE XII

The names and residences of the persons forming the corporation are
as follows:

Name

Address

Wyndell Banister

RT 8, Box 229
Idaho Falls, Idaho, 83401

Robert George

P O Box 103
Lewisville Idaho 83431

Bob Spitz

RT 1
Super City, Idaho 83448

Warren E. Knapp

Ashton Ida. 83420

Janice Gray

RT 6, Box 217
Idaho Falls Idaho

Dated at Idaho Falls, Idaho, this 12th day of November, 1980.

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 12th day of November, 1980, before me, the undersigned, a Notary Public, in and for said State, personally appeared
Wyndell Banister, Robert George,
Bud Spitz, Warren Knapp,
and Janice Gay, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Lila W. Burton
Notary Public for the State of Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: Lifetime