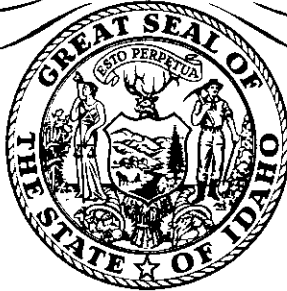


State of Idaho



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

IDAHO TRAIL MACHINE ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Tenth** day of **May**, A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **123** 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

Boise in the County of **Ada**

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 **10th** day of **May**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO TRAIL MACHINE ASSOCIATION, INC

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, R. DEAN
Henry F. Reed and Vernon C. Brinkley
HOFF, ROBERT SALTER and CHARLES O. BRADY, each being persons of full age,
residents of the State of Idaho, and citizens of the United States, as-
sociate ourselves together with the intention of forming a non-profit
cooperative association under and by virtue of the powers conferred by
Chapter 10 of Title 30 of the Idaho Code, and we do hereby certify, de-
clare and adopt the following Articles of Incorporation:

I

The name of this association shall be IDAHO TRAIL MACHINE ASSOCIATION,
INC.

II

The nature, objects and purposes of this Association shall be:

- (a) To promote and foster interest in motor driven trail and pack vehicles and all matters related thereto, and to promote the interest of the members of this association.
- (b) To construct, build and maintain competition tracks or courses for competition between motor driven vehicles.
- (c) To engage in any activity in connection with the operation of motor driven vehicles; or any activity in connection with the renting, leasing, buying, selling or manufacturing of motor driven vehicles; or any activity in connection with the repair or maintenance of motor driven vehicles; or any activity in connection with the purchase, hiring or the use by the members of this association of motor driven vehicles parts, supplies, machinery, or equipment; or in the financing of any of the above activities; or any one of the above activities specified herein.
- (d) To purchase or otherwise acquire, hold, own and exercise all rights of ownership in, sell, transfer, cash or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of capital stock or bonds of any corporation or association or partnership or person engaged in any related activity which this association is

authorized to engage in.

(e) To establish reserves and invest the funds thereof in bonds or in such other property that may be provided in the by-laws of this association.

(f) To construct, buy, sell, and exercise all privileges of ownership over such real and personal property as may be necessary and convenient for the purpose of this association or incidental thereto.

(g) To levy assessments in the manner and the amount as may be provided by the by-laws of this association and the laws of the State of Idaho.

(h) To borrow money of any person, firm, or corporation, and to issue bonds, debentures or any other obligation of this association from time to time therefore, for any of the purposes or objects of this association and to secure the payment of the same by mortgage, pledge, deed or trust, or any other lawful means.

(i) To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the purposes, or the attainment of any one or more of the objects herein enumerated, or conditions to or expedient in the interests of and benefits to this association, and contract accordingly; and in addition, exercise and possess all powers, rights or privileges necessary or incidental to the purposes of which this association is organized or to the activity in which it is engaged; and, in addition, any other rights, powers and privileges, granted by the laws of the State of Idaho to any corporation except such as are inconsistent with express provisions of Chapter 10, Title 30, of the Idaho Code and do any such things anywhere.

(j) To use or employ any of its facilities for any purpose, providing that the proceeds arising from such use and employment, shall go to reduce the cost of its use to its members, together with the safety of operation of motor driven vehicles and to secure legislation and government ruling conducive to the promotion and extension of the operation of motor driven vehicles.

III

The period of existence and duration of the life of this association shall be perpetual.

IV

The location and post office address and the principal office for the transaction of business of this association shall be located in Boise, Ada County, Idaho.

V

Under the terms and conditions described in the by-laws of this Association, this Association shall permit as its active members, all persons interested in motor driven vehicles. The voting power and rights and interest shall be vested in the active members only, whose fees are fully paid and who is in good standing; and such interest shall be equal, and no active member can have or acquire a greater interest than any other active member. The membership fees of this Association shall be fixed and determined by the by-laws of the Association, and when a member has paid his membership fee in full, he shall receive a membership certificate. The by-laws of this association shall prohibit the assignment of membership certificates, except when such assignment of memberships are approved by a resolution of the Board of Directors of this Association, and under the regulations as the by-laws may prescribe and such restrictions shall be printed upon every membership certificate issued.

VI

The number of the directors of this Association shall be not less than five (5) or more than eleven (11), who must be active members or delegates or representatives of an active member, of this Association; the term of office shall be for a period of one(1) year, provided, however, that the terms of office of the directors who are to serve first shall expire upon the date of the first annual meeting of the members.

IN WITNESS WHEREOF, the incorporators have hereunder set their hands and seals in triplicate this 30th day of April, 1963.

Nellie Claiborne
5603 Castle Lane
Boise, Idaho

R. Dean Hoff
R. Dean Hoff
714 Hilton St., Boise, Idaho

Robert G. Salter
Robert Salter
714 1/2 McDonald, Boise, Idaho

Charles O. Brady
Charles O. Brady
Rt. 1 Meridian, Idaho

Henry F. Reed
8123 King St.
Boise, Idaho

STATE OF IDAHO)
County of Ada) ss.

On this 30th day of April, 1963, before me, the undersigned, a Notary Public in and for said County and State, personally appeared R. DEAN HOFF, ROBERT G. SALTER, and CHARLES O. BRADY, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation, and duly acknowledged to me that they executed the same.

Henry F. Reed
Notary Public for Idaho
Residing at Boise, Idaho