



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MISS REXBURG - UPPER VALLEY SCHOLARSHIP PAGEANT, INC.

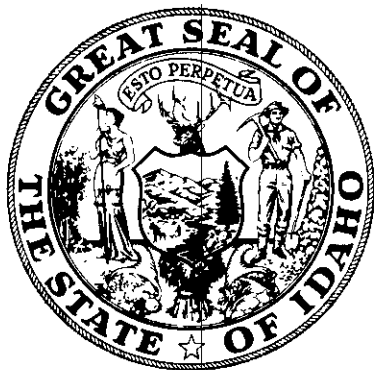
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MISS REXBURG - UPPER VALLEY SCHOLARSHIP PAGEANT, 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 _____ September 25 _____, 19 85 .



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark

Corporation Clerk

100-12
100-12
100-12

ARTICLES OF INCORPORATION
OF
MISS REXBURG - UPPER VALLEY SCHOLARSHIP PAGEANT, INC.
AN IDAHO NON-PROFIT ORGANIZATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, including Idaho Code Sections 30-301, et seq. Pursuant thereto we certify as follows:

ARTICLE I

The name of this non-profit corporation is Miss Rexburg - Upper Valley Scholarship Pageant, Inc; that this corporation is not organized for pecuniary profit and that this corporation is hereby designated to be a non-profit corporation.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized and shall be operated exclusively for educational and charitable purposes and subject to this limitation, the purposes and powers of the corporation shall be as follows:

- (1) To host and conduct an annual pageant franchised

under the Miss America Pageant system for the selection of Miss Rexburg - Upper Valley.

(2) To provide scholarships for the contestants in the Miss Rexburg - Upper Valley Pageant.

(3) To perform all duties incident to the duties herein expressly delegated.

(4) Generally, the corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out the purpose of the corporations, may do any and all things necessary thereto and may exercise any and all powers not prohibited by law, and not prohibited to non-profit corporations.

(5) Without limitation to the foregoing, in carrying out its purpose, the corporation may acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purposes and may manage or operate any real or personal property given to, devised to or acquired by the corporation.

ARTICLE IV

The Registered Agent of this corporation is hereby designated as Jill Beckley and Registered office of this corporation is hereby designated as: Rt. #1, Box 111, Rexburg, Idaho 83440 which address is the business office of the Registered Agent designated as above set forth.

ARTICLE V

Any person shall be eligible for membership in this

corporation upon affirmative action of the Board of Directors as provided in the By-Laws. The corporation shall issue to each member a Certificate of Membership in this corporation and each member shall be entitled to one (1) vote and shall have an equal right to, and interest in, this corporation. The voting power of every member of this corporation shall be equal to the voting power of every other member hereof. Membership in the corporation shall terminate as provided for in the By-Laws.

ARTICLE VI

The Membership Certificates of this corporation are not assessable and all Membership Certificates issued shall conspicuously note on the face of such certificate that the same is not assessable.

ARTICLE VII

The number of directors constituting the initial Board of Directors of this non-profit corporation is five (5) and their names and addresses are as follows:

Jill Beckley	Rt. #1, Box 111	Rexburg, ID	83440
Barbara Green	Rt. #1	Rexburg, ID	83440
Steven J. Hart	350 S. 4th E.	Rexburg, ID	83440
Grant Boehme	Rt. #4, Box 10	Rexburg, ID	83440
J. D. Hancock	124 S. 1st W.	Rexburg, ID	83440

The Directors hereinabove designated shall hold office until their successors are elected at the election of Directors at the First Annual Meeting of the Membership of this corporation.

There is hereby established a restriction on the qualifications of the Directors of the corporation. Two members

of the Board shall be members of the Madison Lions Club. Two members of the Board shall be members of the corporation in good standing. The remaining member of the Board of Directors shall be Treasurer of the pageant committee.

ARTICLE VIII

Directors constituting a majority of the Board shall constitute a quorum at a meeting of the Board. Meetings of the Board of Directors shall be called on such notice and conducted according to the procedures stated in the By-Laws.

ARTICLE IX

Members holding three (3) of the votes entitled to be cast, represented in person shall constitute a quorum at the meeting of this non-profit corporation.

ARTICLE X

That private property of the Members of this corporation shall not be subject to the payment of any corporation debt.

ARTICLE XI

No member, director or officer of this non-profit corporation shall receive any portion of the income of this non-profit corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the corporation and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out the objectives on this corporation.

ARTICLE XII

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other offices as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE XIII

In the event of a dissolution of the corporation, the disposal of assets or property shall be determined at the time of such dissolution in the manner provided by Idaho law.

Provided, however, that assets or property may be transferred only to another non-profit corporation duly qualified under the regulations of Section 501 (c), Internal Revenue Code, having objectives or purposes similar to those of this corporation, or to a public agency or to another non-profit corporation duly qualified under the regulations of Section 501 (c), Internal Revenue Code.

Provided, further, that in the event of dissolution no asset or property shall be distributed to the members either for reimbursement for any sums subscribed, donated or contributed by such member, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the functions and

purposes of this corporation.

ARTICLE XIV

The Board of Directors shall have the right to make and amend By-Laws, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation, for the government of the affairs of the corporation and the management of its properties.

ARTICLE XV

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-Laws of this corporation in the manner therein prescribed.

ARTICLE XVI

These Articles may be amended by majority vote, in person or by proxy, of those members present at a meeting of the membership duly called for that purpose and at which a quorum is present.

ARTICLE XVII

The names and addresses of the incorporators are as follows:

Jill Beckley
Rt. #1, Box 111
Rexburg, ID 83440

Barbara Green
Rt. #1
Rexburg, ID 83440

Steven J. Hart
350 S. 4th E.
Rexburg, ID 83440

Grant Boehme
Rt. #4, Box 10
Rexburg, ID 83440

J. D. Hancock
124 S. 1st W.
Rexburg, ID 83440

IN WITNESS WHEREOF we have hereunto set our hands and

seals this 19th day of September, 1985.

Jill Beckley
Jill Beckley

Barbara Green
Barbara Green

Steven J. Hart
Steven J. Hart

Grant Boehme
Grant Boehme

J. D. Hancock
J. D. Hancock

STATE OF IDAHO,)
) (SS.
County of Madison.)

On this 19th day of September, 1985, before me, a
Notary Public in and for said State, personally appeared Jill
Beckley, Barbara Green, Steven J. Hart, Grant Boehme and J. D.
Hancock, known to me to be the persons whose names are
subscribed to the within instrument, and acknowledged to me that
they executed the same.

Jay Williams
Notary Public
Residing at Rexburg, Idaho
My Commission expires: Life

(Seal)