

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

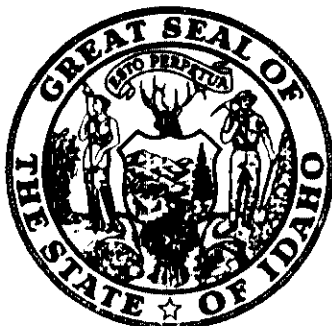
EASTERN IDAHO STATE FAIR FOUNDATION, INC.

File number C 111840

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 EASTERN IDAHO STATE FAIR FOUNDATION, 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: August 28, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

Aug 28 9 28 AM '95

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
EASTERN IDAHO STATE FAIR FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, residents of the State of Idaho and citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, and we do hereby adopt the Articles of Incorporation for the corporation.

I. NAME

The name of this corporation shall be the EASTERN IDAHO STATE FAIR FOUNDATION, INC. formed and organized under provisions of Chapter 3, Title 30, Idaho Code.

II. NONPROFIT STATUS

The corporation is a nonprofit corporation.

III. PERIOD OF DURATION

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

IV. INITIAL REGISTERED AGENT

The post office address of the initial registered office of this corporation is P.O. Box 350, Blackfoot, Idaho 83221, and the registered agent and his address is Murray Jim Sorensen, 285 N.W. Main, Blackfoot, Idaho 83221.

V. PURPOSES

The nature of the business and the objects and purposes of this corporation shall be as follows:

A. The corporation is organized to assist the Eastern Idaho State Fair Board of Directors in gaining private and/or public resources for the development and maintenance of the Eastern Idaho Fair District fairgrounds. All such activities to be performed in compliance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. The corporation is organized for charitable, educational, and scientific purposes including:

1. The education of the public regarding agricultural related endeavors and in other general areas;
2. Presenting to the public scientific research relating to a broad range of activities, including farming, cooking, canning, animal husbandry, etc.;
3. The charitable purpose of furthering and showcasing such local organizations as 4-H Clubs, Boy Scouts, Girl Scouts, high school rodeo, Future Farmers of America, high school bands, drill teams, and other similar organizations.
4. To accept tax-free gifts, donations, bequeaths, solicitations for the express purpose of developing, maintaining and improving the fairgrounds for the benefit of the general public.

C. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under this act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

VI. NO MEMBERS

The corporation shall have no members.

VII. BOARD OF DIRECTORS

The members of the Board of Directors of the corporation shall be appointed by the Board of Directors of the Eastern Idaho State Fair. The affairs of the corporation shall be managed by its Board of Directors so appointed. The Board of Directors shall consist of not less than one nor more than fifteen individuals. The actual number of directors shall be fixed by the Bylaws of the corporation. Other than the Directors constituting the initial Board of Directors who are designated in these articles, the Directors shall be appointed by the Board of Directors of the Eastern Idaho State Fair in accordance with Idaho Code 30-3-66 as now exists or as may hereafter be amended. The names and addresses of the persons constituting the initial Board of Directors are:

Gerald Johnson
9112 W. 2 ½ Mile Road
Pocatello, Idaho 83202

Don Dixon
3366 S. 45 W.
Idaho Falls, Idaho 83402

Ron Law
618 N. 6th Street
Montpelier, Idaho 83254

Gareth Ogden
525 Gardner Drive
Blackfoot, Idaho 83221

George Hamilton
3780 E. 400 N.
Rigby, Idaho 83442

VII. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to

influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

VIII. DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS

The only organization that the corporation is operated, supervised, or controlled by is the Eastern Idaho State Fair. The Eastern Idaho State Fair is therefore the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue Code of 1986, as amended from time to time. In the alternative, and in strict compliance with such regulations, in particular, Section 1.509(a)-4(d)(4)(I)(a), the Board of Directors may substitute another publicly supported organization or organizations for the Eastern Idaho State Fair, but only upon the Eastern Idaho State Fair's loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the corporation. Such substituted publicly supported organization or organizations shall be limited to corporations, community chests, funds or foundations which are exempt under Section 501(c)(3) and are not private foundations under Section 509 of the Internal Revenue Code of 1986, as amended from time to time.

X. INCORPORATOR

The names and address of each of the incorporators are:

Gerald Johnson
9112 W. 2 ½ Mile Road
Pocatello, Idaho 83202

Don Dixon
3366 S. 45 W.
Idaho Falls, Idaho 83402

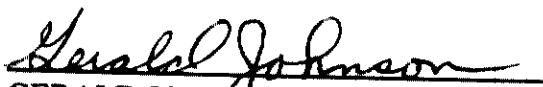
Gareth Ogden
525 Gardner Drive
Blackfoot, Idaho 83221

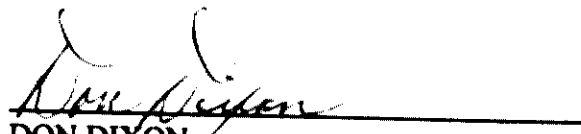
George Hamilton
3870 E. 400 N.
Rigby, Idaho 83442

XI. BYLAWS

The provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 17 day of August, 1995.


GERALD JOHNSON


DON DIXON


GARETH OGDEN


GEORGE HAMILTON

STATE OF IDAHO

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) ss.

County of Bingham

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On this 17 day of August, 1995, before me, the undersigned, a notary public in and for said state, personally appeared GERALD JOHNSON, DON DIXON, GARETH OGDEN and GEORGE HAMILTON, known to me to be the persons whose name subscribed to the above and foregoing ARTICLES OF INCORPORATION, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Blackfoot, Idaho, this 17 day of August, 1995.

Wynne J. Marshall
Notary Public for State of Idaho
Residing at

My cmn exprs: 05/08/2001