

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CHALLIS RODEO IMPROVEMENT, INC., AN IDAHO NONPROFIT CORPORATION

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 CHALLIS RODEO IMPROVEMENT, INC., AN IDAHO NONPROFIT CORPORATION 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: April 27, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Jamie Chadwick*

ARTICLES OF INCORPORATION

OF

CHALLIS RODEO IMPROVEMENT, INC.,
AN IDAHO NONPROFIT CORPORATION

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THE UNDERSIGNED, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is CHALLIS RODEO IMPROVEMENT, INC., AN IDAHO NONPROFIT CORPORATION.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Challis, County of Custer, State of Idaho. The address of the initial registered office is Custer County Agent's Office, Court House, 801 Main Street, Challis, Idaho 83226, and the name of the initial registered agent at this address is JAMES N. HAWKINS.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To assist the Custer County Fair Board and others in financing, constructing, managing, and operating a rodeo grounds facility and livestock showing arena within North Custer County. These purposes shall be given the broadest interpretation possible and may include or not include the ownership and control of lands or facilities or the assistance of other groups or of public entities in acquisition and development of the same.

B. To promote activities which are charitable, religious, educational, or scientific within the meaning of Section

501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

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 the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V. hereof. 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.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person or group may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals, each of whom, at all times, shall be a member of the Corporation. 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 elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation. The Bylaws may provide for a smaller group to act as an Executive Board of Directors.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sandy Thomas	P. O. Box 327 Challis, Idaho 83226 Street address: Sleeping Deer Ranch, 12 miles NW of Challis on Sleeping Deer Road
James N. Hawkins	P. O. Box 160 Challis, Idaho 83226 Street address: 801 Main Street
Bruce Bruno	P. O. Box 15 Challis, Idaho 83226 Street address: 5 miles South of Challis on State Highway No. 75

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be

consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The names and street addresses of the incorporators are as follows:

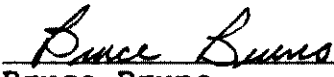
<u>NAME</u>	<u>ADDRESS</u>
Sandy Thomas	Sleeping Deer Ranch, 12 miles Northwest of Challis on Sleeping Deer Road, Challis, Idaho
James N. Hawkins	801 Main Street, Challis, ID
Bruce Bruno	5 miles South of Challis on State Highway No. 75, Challis, Idaho

ARTICLE XII. BYLAWS.

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

DATED this 30th day of March, 1992.


Sandy Thomas


Bruce Bruno


James N. Hawkins