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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

THAT FAMOUS PRESTON NIGHT RODEO, INC.

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the IDAHO NONPROFIT CORPORATION ACT, Chapter 3, Title 30, Idaho Code, Adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is THAT FAMOUS PRESTON NIGHT RODEO, INC.

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 Preston, County of Franklin, State of Idaho. The address of the initial registered office is:

10 South State, Preston, Idaho 83263,

and the name of the initial registered agent at this address is:

Thane D. Winward

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ARTICLE V. PURPOSES

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

- A. Planning, organizing and putting on an annual PRCA rodeo for the community of Preston, Idaho, and any other lawful purpose under the Act;
- B. Charitable, religious, educational, or scientific purposed 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); and
- 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 voting 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.

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) 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 names and street addresses of the persons constituting the initial Board of Directors Are:

<u>NAME</u>	<u>ADDRESS</u>
THANE D. WINWARD	10 SOUTH STATE, PRESTON, ID 83263
DAX KELLER	160 SOUTH STATE, PRESTON, ID 83263
DOUGLAS WEBB	109 EAST ONEIDA, PRESTON, ID 83263
KRISTEN BECKSTEAD	32 WEST ONEIDA, PRESTON, ID 83263
SHERYL COATS	813 SOUTH 2400 WEST, PRESTON, ID83263

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. INCORPORATORS.

The name and street address of the incorporators are.

THANE D. WINWARD
KRISTEN BECKSTEAD

10 SOUTH STATE, PRESTON, ID 83263
32 WEST ONEIDA, PRESTON, ID 83263

ARTICLE XII. BYLAWS.

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

DATED this 18th day of November, 2008.


THANE D. WINWARD, Incorporator


KRISTEN BECKSTEAD, Incorporator