

ARTICLES OF INCORPORATION **FILED EFFECTIVE**

IDAHO SECRETARY OF STATE  
08/29/2011 05:00  
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**Gold Buckle Champions, Inc.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned incorporator(s), a natural person 21 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

**ARTICLE I**

**NAME/REGISTERED OFFICE**

The name of the registered office will be with Sue Marostica at 4596 Dye Lane, Kuna, ID 83634  
The name of this corporation shall be Gold Buckle Champions, Inc., located at PO Box 70 Kuna, Idaho 83634.

**ARTICLE II**

**PURPOSE**

This corporation is organized exclusively for charitable and educational purposes, more specifically to the development and education of equine and western heritage. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

This corporation is organized primarily for the following purposes:  
To conduct and educate the community research, studies, and analysis relating to environmental and economic issues; and To develop policy solutions and proposals to address environmental problems, including, but not limited to, air and water pollution, toxic waste generation and disposal, pesticide and herbicide use, workplace hazards, and soil degradation. The activities of this corporation shall not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Nor is the primary activity of this corporation the operation of a social club for the benefit, pleasure, or recreation of its members. This corporation shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law)

**ARTICLE III**

**EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable

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compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. 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 now enacted or hereafter amended.

#### ARTICLE IV

##### DURATION

The duration of the corporate existence shall be perpetual.

#### ARTICLE V

##### MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3, their names and addresses being as follows:

##### Name Address

Dan Hansen	1717 Chisholm Dr.	Nampa, Idaho 83687
Robert Borick	1804 Old Garner Road	Weatherford, TX 76088
Hal McCormack	PO Box 340	Silvana, WA 98287-0340

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

#### ARTICLE VI

##### PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE VII

### DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

## ARTICLE VIII

### CONFLICT OF INTEREST

#### SECTION 1. PURPOSE:

**Gold Buckle Champions, Inc.** is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of **Gold Buckle Champions, Inc.** as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between **Gold Buckle Champions, Inc.** and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of **Gold Buckle Champions, Inc.** honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of **Gold Buckle Champions, Inc.** Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with **Gold Buckle Champions, Inc.** or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

#### SECTION 2. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but to all employees who can influence the actions of **Gold Buckle Champions, Inc.** For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning **Gold Buckle Champions, Inc.**

#### SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to **Gold Buckle Champions, Inc.**
2. Persons and firms from whom **Gold Buckle Champions, Inc.** leases property and equipment.
3. Persons and firms with whom **Gold Buckle Champions, Inc.** is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting **Gold Buckle Champions, Inc.**
6. Agencies, organizations, and associations which affect the operations of **Gold Buckle Champions, Inc.**
7. Family members, friends, and other employees.

#### SECTION 4. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Gold Buckle Champion Series.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with ***Gold Buckle Champions, Inc.***.
3. Receiving remuneration for services with respect to individual transactions involving Gold Buckle Champion Series.
4. Using ***Gold Buckle Champions, Inc.***'s time, personnel, equipment, supplies, or good will for other than ***Gold Buckle Champions, Inc.***-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with Gold Buckle Champion Series. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

#### SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of ***Gold Buckle Champions, Inc.***.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

#### SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
- 4.. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof].

The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the

case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to ***Gold Buckle Champions, Inc.***. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of and the advancement of its purpose.

#### ARTICLE VIV

#### INCORPORATOR(S)

The incorporator(s) of this corporation is/are:  
Sue Marostica

The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

Sue Marostica  
Signature

8/25/11  
Date