

**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

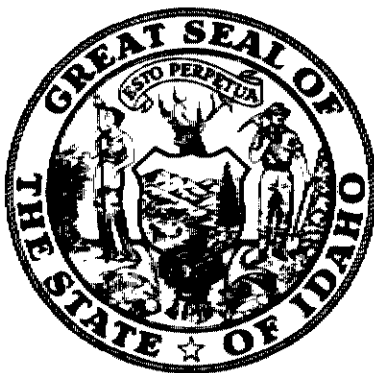
**WORLD PROFESSIONAL RODEO ASSOCIATION, INC.**

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 WORLD  
PROFESSIONAL RODEO ASSOCIATION, 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 April 4, 19 88.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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Corporation Clerk

ARTICLES OF INCORPORATION

APR 1 9 09 AM '88

SECRETARY OF STATE

of

WORLD PROFESSIONAL RODEO ASSOCIATION, INC.

A Nonprofit Corporation

KNOW ALL MEN BY THESE PRESENTS:

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Nonprofit Corporation Act.

1. Name.

The name of this nonprofit corporation is WORLD PROFESSIONAL RODEO ASSOCIATION, INC.

2. Nonprofit Corporation.

This corporation is a nonprofit corporation organized under the Idaho Nonprofit Corporation Act.

3. Duration.

This nonprofit corporation shall have perpetual duration.

4. Purposes.

This nonprofit corporation is formed for the following purposes:

Promote entertainment, and advance the sport of rodeo in the Western United States. The corporation and rodeo will coordinate production of various rodeo related events in conjunction with other associations, corporations, private individuals and governmental agencies.

To achieve the specific purposes listed above this nonprofit corporation shall have all power to perform those functions authorized for nonprofit corporations by the Idaho

Nonprofit Corporations Act including those functions and powers specifically enumerated in §30-307, Idaho Code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

5. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6. Capitalization. The total amount of capital for this corporation and the total number of shares which it is authorized to issue is ten (10) shares of common stock, without par value.

7. No Distributions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its stockholders, directors, officers, or other private persons, except that the corporations 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 paragraph 4 hereof.

8. Registered Agent and Office.

The name of the initial registered agent and the name of the initial registered office of the corporation Ned Zollinger, 130 East Main Street, Post Office Box 276, Rexburg, Idaho 83440.

9. Directors.

The initial Board of Directors shall consist of three (3) director whose name and address is as follows:

Ned Zollinger

Post Office Box 276  
Rexburg, Idaho

Randy Hoffman

Post Office Box 1073  
Centerville, Utah

Carl Hoggan

Hamer, Idaho

10. Incorporator.

The name and address of the incorporator is as follows:

Dale P. Thomson, Esq.

Post Office Box 70  
Rexburg, Idaho

Dated this 30th day of March, 1988.

  
Dale P. Thomson, Esq.  
Incorporator

STATE OF IDAHO

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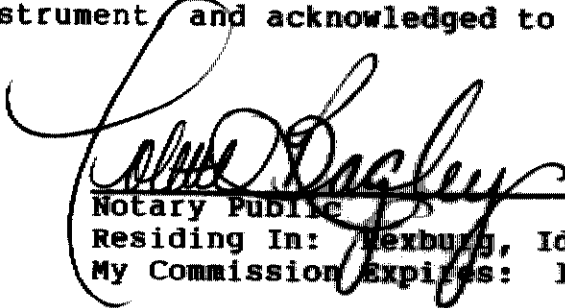
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COUNTY OF MADISON

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On this 30th day of March, in the year of 1988, before me, a Notary Public in and for said State, personally appeared Dale

P. Thomson, Esq., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

  
Notary Public  
Residing In: Rexburg, Idaho  
My Commission Expires: 10/1/92