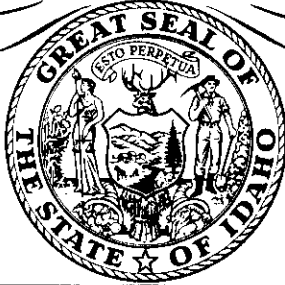


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**OAKLEY VIGILANTES, INC.**

was filed in the office of the Secretary of State on the **thirty-first** day of **May** A. D. One Thousand Nine Hundred **sixty-eight** and <sup>to be</sup> is duly recorded on ~~the~~ **micorfile** Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Oakley, Idaho** in the County of **Cassia** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **31st** day of **May**, A.D., 19 **68**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

OAKLEY VIGILANTES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens of the United States, and of the State of Idaho, over the age of 21 years, do hereby voluntarily associate ourselves together for the purpose of organizing and establishing a benevolent and charitable corporation under the provisions of the constitution and laws of the State of Idaho.

Pursuant to our said purpose and intention, we do hereby certify and declare as follows, to-wit:

ARTICLE I.

That the name of the said corporation shall be Oakley Vigilantes, Inc.

ARTICLE II.

That the purpose for which this corporation is formed and its rights and powers under its corporate name are as follows, to-wit:

A. To practice riding and the training of horses for riding and to arrange for, hold, and conduct social events, celebrations, and put on riding exhibitions and maneuvers, thereby exhibiting trained and synchronized movements and actions on horseback.

B. To charge and collect admission fees, dues, assessments and contributions, such as the Board of Directors shall fix or determine should be charged, collected, or received for admission to any exhibition.

C. To receive, acquire, hold, purchase, sell, dispose of, convey, mortgage, lease and let real estate, personal property, and mixed property of every kind or nature whatsoever; to hold leasehold estates and pay rental therefore; encumber any rights, privileges, franchises, or real or personal property held by this corporation, excepting only its franchises of being a corporation.

D. To hold, manage, and conduct celebrations, dances, and other forms of amusement and other entertainment, and to charge and collect admission therefore.

E. To borrow money and to make, execute, and deliver its promissory note, bonds, indentures, or other negotiables instruments to evidence the same; and to secure the payment of the same by a mortgage or lien upon real or personal property.

F. To have and use a corporate seal, and to alter or change the same at pleasure.

G. To appoint such officers, agents, employees, attorneys and representatives as the activities of the corporation may from time to time require, and to allow and pay compensation therefor.

H. To issue certificates of membership, and to admit members to this corporation.

I. To enter into contracts and obligations of any and every type, kind, character, or nature whatsoever, necessary and proper to transact, carry on, and conduct the business and affairs of the corporation.

J. To construct, lease, purchase, or otherwise acquire for the use and benefit of its members buildings, grandstands, rooms or places wherein meetings and social gatherings of the members may be held, and to maintain and operate kitchens, dining rooms to prepare and serve to its members and their guests food and drink of every kind or character ordinarily or customarily prepared and served at celebrations, festivals, and other exhibitions for entertainment.

K. To make and adopt By-Laws , not inconsistent with the Laws of the State of Idaho, for the regulation, control and conduct of the affairs of the corporation.

L. To carry on or conduct riding schools, and otherwise train persons in riding, handling, and managing horses, and generally, to do any and all things necessary or proper to be done in putting on or exhibiting riding exhibitions.

#### ARTICLE III.

The duration of this corporation shall be perpetual.

#### ARTICLE IV.

A. This corporation is formed without any purpose of pecuniary profit to itself, and shall have no capital stock, but shall issue to each member a certificate of membership.

B. Any person may become a member of this corporation: (1) by making application therefore, and paying the membership fee hereinafter specified; (2) by agreeing to comply with and be bound by the Article of Incorporation of the corporation and By-Laws thereof, and any amendments thereto, and such rules and regulations as may from time to time be adopted by the Board of Directors; PROVIDED, HOWEVER, That no person shall become a member of this corporation unless and until his application shall have been accepted for membership by the Board of Directors or the members.

C. The membership fee shall be as prescribed by the By-Laws.

D. The private property of the members of the corporation shall be exempt from execution from the debts of the corporation, and no member shall be individually liable or responsible for any of the debts or liabilities of the corporation.

E. The Board of Directors of the corporation may, by affirmative vote of the majority of the members thereof, expel any member who shall have violated or refused to comply with any of the provisions of the Articles of Incorporation or By-Laws of the corporation, or any rules or regulations adopted from time to time by the Board of Directors. Any Member so expelled may be reinstated as a member by a vote of the members at the annual or special meetings of the members.

F. Any member may withdraw from membership in the corporation at his option.

G. Membership in the corporation and the certificate representing the same shall not be transferable, and upon the death, expulsion, or withdrawal of the member, the membership thereof shall

thereupon terminate, and the certificate of membership of such member be surrendered forthwith to the corporation or be cancelled without the same being surrendered.

H. The membership certificate shall not give to the member holding the same any right, title, or interest in the property of or the assets of the corporation.

#### ARTICLE V.

The location and post office address of its registered office in the State of Idaho shall be Oakley, Idaho.

#### ARTICLE VI.

A. The management and control of the affairs of the corporation shall be vested in and managed and controlled by a Board of not less than five (5) directors nor more than nine (9) all of whom shall be members of the corporation; the officers of the corporation shall be a President, Vice-President, Secretary-Treasurer; and the office of Secretary-Treasurer may be held by the same person.

B. The officers of the corporation shall be elected by ballot by and from the members of the Board of Directors.

C. The Directors as such shall not receive any compensation for their services, but the By-Laws may provide for reimbursement for reasonable expenses incurred by them for the performance of their duties.

#### ARTICLE VII.

A. A membership in the corporation shall be evidenced by a certificate of membership, which shall be in such form and shall contain such provisions as shall from time to time be determined by the Board of Directors not contrary to or inconsistent with these articles or the By-Laws of the corporation. The certificate shall be signed by one of the officers of the corporation or by such persons or persons as the officers of the corporation may designate.

B. No membership certificate shall be issued for less than the membership fee fixed herein, nor until the application for membership shall have been passed upon and approved by the Board of Directors or some officer or employee of the corporation to whom the Board of Directors may delegate the authority to pass upon applications for membership.

C. In case of a lost, destroyed or mutilated certificate, a new certificate may be issued therefore upon such terms and such indemnities of the corporation as the Board of Directors may prescribe.

D. The first set of By-Laws of the corporation shall be adopted by the Board of Directors, but thereafter the By-Laws of the corporation may be altered, amended, or repealed by the members only at any regular meeting or a special meeting called for that purpose.

E. The By-Laws of the corporation may define and fix other duties and responsibilities of the members of the corporation and prescribe other terms and conditions upon which member shall be admitted to and attain membership in the corporation; make provisions for annual and special meetings of the members and directors, and notices thereof; provide for methods of voting, quorum requirements, and any other matters relating to the internal organization and management of the corporation.

ARTICLE VIII.

The names and post office address of each of the incorporators are as follows, to-wit;

Ralph Poultin	Oakley, Idaho
Raddon Layton	Oakley, Idaho
Tad Bell (Clyde)	Oakley, Idaho
Keith Franks	Oakley, Idaho
Ardel Simper	Oakley, Idaho
John Fannesbeck	Oakley, Idaho
Bob Anderson	Oakley, Idaho
C. W. Woodhouse	Oakley, Idaho

ARTICLE IX.

That, on the 20th day of May, 1968, an election for directors of such corporation was duly had and held at Oakley, in the County of Cassia, State of Idaho; that a majority of the members of such association who were present at such meeting voted at such election for directors, and at such election the following members were elected as a Board of Directors to serve for a period of one (1) year to three (3) years:

Ralph Poultin  
Raddon Layton  
Tad Bell (Clyde)  
Keith Franks  
Ardel Simper  
John Fannesbeck  
Bob Anderson  
C. W. Woodhouse

That, before the election of Directors was held, Notice of the time and place of holding such election was given by publication in the Oakley Herald, a weekly newspaper, published at Oakley, in the County of Cassia, State of Idaho, for a period of two (2) weeks preceding the holding of said election.

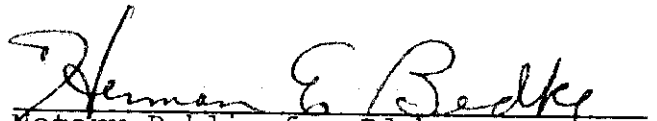
IN WITNESS WHEREOF We have hereunto set our hands and seals and executed these presents in triplicate this 28th day of May, 1968.

Ralph Poultin  
Raddon Layton  
Clyde Bell  
C. W. Woodhouse  
Ardel Simper  
Bob Anderson  
Keith Franks

STATE OF IDAHO )  
: ss  
County of Cassia)

On this 28th day of May, 1968, before me, a Notary Public, in and for said state, personally appeared Ralph Paultin, Raddon Layton, Tad Bell (Clyde), Keith Franks, Ardel Simper, John Fannesbeck, Bob Anderson and C. W. Woodhouse, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and each of them acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
Notary Public for Idaho,  
Residing at Burley, Idaho.

(SEAL)