

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

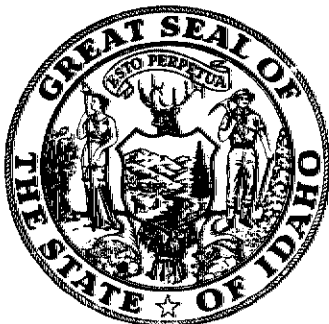
BEAR LAKE MOTORSPORTS ASSOCIATION, INC.

File number C 119826

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 BEAR LAKE MOTORSPORTS 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: June 12, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

ARTICLES OF INCORPORATION
OF
BEAR LAKE MOTORSPORTS ASSOCIATION, 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, adopts the following articles of incorporation.

- I. The name of the corporation is Bear Lake Motorsports Association, Inc.
- II. The corporation is a nonprofit corporation.
- III. The period of duration of the corporation is perpetual.
- IV. The location of the corporation is in the city of Montpelier, county of Bear Lake, and in the state of Idaho. The address of the initial registered office is 359 North 7th St., Montpelier, Idaho, 83254, and the name of the initial registered agent at this address is Beth McMurray.
- V. The purposes for which the corporation is organized and will be operated are as follows:

a. To educate and inform the public regarding the history and background of motor vehicle design and utilization; to provide to the public opportunity to observe and participate in the exhibition and observation of motor vehicles which represent the various periods of automobile design, production and use; and, to provide opportunity for the public to exhibit, compare, and participate in activities that demonstrate the various levels and stages of performance of selected motor vehicles.

b. 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 purpose, the making of distributions to organizations that qualify as exempt under such section 501(c)(3).

c. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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.

VI. No part of the net earning or the assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other

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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 paragraph V hereof. No substantial part of the activities of the corporation shall be for 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 provisions 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.

VII. The corporation shall have members who shall have rights as are provided in the act that are consistent with the management authority that these articles grant the board of directors of the corporation. Any person may become a member of the corporation upon payment of the annual dues fixed by the board of directors.

VIII. The affairs of the corporation shall be managed by its board of directors. The number of directors serving on the board of directors shall be fixed in accordance with the corporation's bylaws. Each director of the corporation shall, at all times, be a member of the corporation. Other than the directors constituting the initial board of directors, who are designated in these articles, the directors shall be elected by the members or the existing directors of the corporation 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:

Kent Bunn	623 Keele St., Montpelier, Idaho 83254
Doug Taylor	515 N. Main, Bloomington, Idaho 83223
Beth McMurray	359 North Seventh St., Montpelier, Idaho 83254

IX. 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.

X. 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 that 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 a 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

XI. The name and address of the incorporator is Kent Bunn, 623 Keele Street, Montpelier, Idaho 83254.

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

XIII. The board of directors of the corporation shall be authorized to amend the corporation's bylaws at a properly noticed special or regular meeting of the board of directors.

Dated the 29 day of May, 1997.

by: Kent Bunn
Kent Bunn, incorporator

Sworn and subscribed to before me the undersigned authority the date above shown.

[Signature]
Notary Public residing in
Bear Lake County, Idaho

my commission
expires: 9-26-97