



CERTIFICATE OF INCORPORATION
OF

KANIKSU REINED COW HORSE ASSOCIATION, INC.

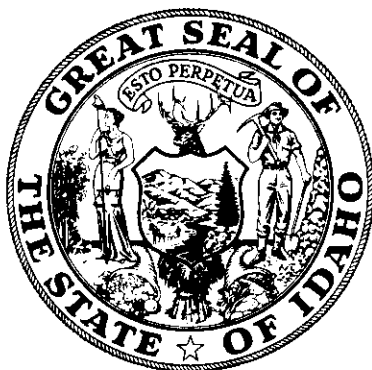
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

KANIKSU REINED COW HORSE 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 **September 23**, 19 **83**.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION 23 9 20 AM '83
OF SECRETARY STATE
KANIKSU REINED COW HORSE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, Section 30-117A, et seq, Idaho Business Corporation Act, for the purpose hereinafter stated:

Article I

Name and Duration

The name of corporation is the Kaniksu Reined Cow Horse Association, Inc., and the duration is perpetual.

Article II

Purpose

The corporation is organized and shall operate exclusively for social, fraternal, athletic, educational and civic purposes and specifically to engage in activities relating to the enjoyment and care of quarter horses and to that end, to invest in, receive, hold, use and dispose of property, real or personal as may be necessary or desirable to carry into effect the aforementioned purpose.

Article III

Powers

The corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Section 30-117A, et seq, Idaho Business Corporation Act and any successor provision thereto now enacted or hereafter amended; shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or to successor thereto,

as amended from time to time; but shall not engage in any of the following activities:

(1) The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

(2) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

(3) The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

(4) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

(5) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(6) The corporation shall not make expenditures to influence legislation in excess of the ceiling amounts provided in Section 501(h) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

(7) No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of any private individual.

Article IV

Members

The corporation shall be organized without the capital stock, that the membership certificates in such form as may be adopted and approved by the Board of Directors. Membership in the corporation shall not entitle such member to any interest whatsoever in the assets of the corporation, but will however entitle such

member to vote at meetings of the members legally called and held within the period covered by the membership. The rights of all members shall be equal, and no member shall have or acquire a greater interest in the corporation than that of any other member. Membership in the corporation shall be renewed as provided in the By-Laws and Members Certificates shall not be assigned except as provided in the By-Laws.

Article V

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The numbers of Directors constituting the initial Board of Directors shall be eight (8); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than five (5).

Article VI

Dissolution and Liquidation

In the event of liquidation or dissolution of the corporation no liquidating of other dividends and distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

Article VIII

Miscellaneous

Section 1. The name and address of the initial registered agent of the corporation is:

Karen Patty
2600 Great Northern Road
Sandpoint, Idaho 83864

Section 2. The principal office of the corporation shall be located at P.O. Box 2115, Sandpoint, Idaho 83864.

Section 3. The names and addresses of the persons constituting the initial Board of Directors and Incorporators are:

Dean Burley
Rt. 1, Box 102B
Athol, Idaho 83801

Monty Evans
Rt. 1, Box 102A
Athol, Idaho 83801

Simon Feist
2600 Great Northern Road
Sandpoint, Idaho 83864

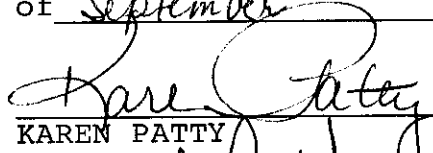
Herbert Offerman
5600 Shingle Mill Road
Sandpoint, Idaho 83864


Jean Offerman
5600 Shingle Mill Road
Sandpoint, Idaho 83864


Paul Curless
4955 Highway #2
Sandpoint, Idaho 83864

Gail Curless
4955 Highway #2
Sandpoint, Idaho 83864


IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 21st day of September, 1983.


KAREN PATTY


SIMON FEIST



DEAN BURLEY


MONTE EVANS


PAUL CURLESS


GAIL CURLESS


HERBERT OFFERMAN


JEAN OFFERMAN

STATE OF IDAHO)
COUNTY OF BONNER) ss.

On this 21st day of September, 1983, before me, the undersigned Notary Public in and for said State, personally appeared: KAREN PATTY; SIMON FEIST; DEAN BURLEY; MONTY EVANS; PAUL CURLESS; GAIL CURLESS; HERBERT OFFERMAN and JEAN OFFERMAN, known to me to be the persons whose names are subscribed to the above and foregoing instrument and acknowledged to me that they executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

Laurel B. Fall
Notary Public
Residing at: Sandpoint
Comm. Exp.: Life

STATE OF IDAHO)
) ss.
COUNTY OF BONNER)

KAREN PATTY, being first duly sworn, on her oath deposes and says: That she is one of the subscribers to the above and foregoing Articles of Incorporation; that all of the subscribers thereto, to-wit: SIMON FEIST; DEAN BURLEY; MONTY EVANS; PAUL CURLESS; GAIL CURLESS; HERBERT OFFERMAN and JEAN OFFERMAN are full age citizens of the United States of America and residents of the State of Idaho.

and residents of the State of Idaho.


KAREN PATTY

SUBSCRIBED AND SWORN TO before me this 21st day of September 1983.

19
Laurie B. Hall
 Notary Public
 Residing at: Sandpoint
 Comm. Exp.: July