



Department of State

**CERTIFICATE OF INCORPORATION
OF**

INTERMOUNTAIN 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: March 28, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

of

INTERMOUNTAIN PROFESSIONAL RODEO ASSOCIATION, INC.

A Nonprofit Corporation

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code Section 3-301 et. seq., and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation.

RECORDED
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ARTICLE I

Name

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

ARTICLE II

Nonprofit Corporation

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

ARTICLE III

Duration

The period of duration of this nonprofit corporation's corporate existence shall be perpetual.

ARTICLE IV

Purposes

This Corporation is organized and shall be operated as a nonprofit corporation for civic, charitable, scientific, and educational purposes, and to promote sportsmanship, 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 entities and governmental agencies.

For its purposes and not otherwise, this Corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether to purchase, convey, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the futherance of the purposes of this Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this Corporation by the Idaho Nonprofit Corporation Act, as now enacted or as hereafter amended.

ARTICLE V

Distribution

No part of the income of this Corporation shall be distributed to any of its members, directors or officers. Nothing herein shall be construed to establish or prohibit the

ARTICLES OF INCORPORATION
1591z

payment of reasonable compensation to officers or directors of this Corporation for services actually rendered by them to this Corporation.

ARTICLE VI

Membership

The Corporation shall have members with voting rights who shall be ascertained in the manner prescribed in the Bylaws of this Corporation.

ARTICLE VII

Registered Agent and Office

The registered office of this Corporation shall be located at 26 North 3300 East, Rigby, Jefferson County, Idaho 83442. The name of the initial registered agent of this Corporation shall be VEARL C. CRYSTAL.

ARTICLE VIII

Directors

The number of members of the first Board of Directors is sixteen (16), each of whom shall serve until the annual meeting of the Board of Directors or until his or her successor has been elected and qualified. The name and address of each such Director is as follows:

The name and address of each such Director is as follows:

VEARL C. CHRYSTAL
26 NORTH 3300 EAST
RIGBY, IDAHO 83442

VAL CHRISTENSEN
ROUTE 1, BOX 357
RUPERT, IDAHO 83350

LON HATCH
1834 OAKLEY
BURLEY, IDAHO 83318

CARL HOGGAN
HAMER, IDAHO 83425

JERRY KENDALL
ROUTE 1 BOX 1250
PAUL, IDAHO 83347

SANDIE GREGORY
4610 WEST 11600 NORTH
TREMONTON, UTAH

MAX PALMER
SUGAR CITY, IDAHO 83448

DALE HILL
WILFORD, IDAHO 83445

JEFF WALACHI
297 HANSON
SHELLEY, IDAHO 83274

KAREN GOHR
448 WEST HIGHWAY 26, NUMBER B
BLACKFOOT, IDAHO 83221

DEENA SHIRER
POST OFFICE BOX 26
LEADORE, IDAHO

J. D. STEPHENSON
480 HORROCKS DRIVE
BLACKFOOT, IDAHO 83221

MATT STEPHENSON
480 HORROCKS DRIVE
BLACKFOOT, IDAHO 83221

WADE ZOLLINGER
PAUL, IDAHO 83347

ED URHIG
HAILEY, IDAHO 83333

ARTICLES OF INCORPORATION
1591z

ROGER WHITNAH
2954 WHITNAH ROAD

ARTICLE IX

Management

The management and direction of the business of this Corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this Corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.

ARTICLE X

Capital Stock

This Corporation shall have no capital stock.

ARTICLE XI

Liability of Directors

The members, directors, and officers of this Corporation shall not be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, directors, or officers be subject to the payment of the debts or obligations of this Corporation to any extent whatsoever.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLES OF INCORPORATION
1591z

ARTICLE XIII

Dissolution

This Corporation may be dissolved in accordance with the laws of the State of Idaho. Upon dissolution of this Corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated exclusively for one or more of the purposes of this Corporation, in such proportions as the Board of Directors of this Corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this Corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XIV

Incorporator

The name and address of the incorporator is as follows:

DALE P. THOMSON, ESQ.
HOOPES & THOMSON
130 EAST MAIN STREET
POST OFFICE BOX 70
REXBURG, IDAHO 83440

DATED THIS 26 day of March, 1990.


Dale P. Thomson, Esq.

ARTICLES OF INCORPORATION
1591z

STATE OF IDAHO
COUNTY OF MADISON

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On this 21st day of March in the year of 1990, 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: Leiburg, Idaho
My Commission Expires: 10-1-92

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