

CERTIFICATE OF INCORPORATION  
OF

IDAHO MIDGET RACING ASSOCIATION, INC.

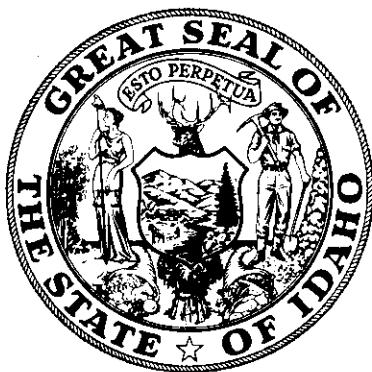
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDAHO MIDGET RACING 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 1, 19 82.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED

1982 APR 1 PM 4 20

SECRETARY OF  
STATE

ARTICLES OF INCORPORATION

of

IDAHO MIDGET RACING ASSOCIATION, INC

We, the undersigned, being desirous of forming a Social Corporation as provided by Title 30, Chapter 10 of the Idaho Code and under the authority of the Corporate Laws of the State of Idaho, do hereby certify and declare as our Articles of Incorporation as follows:

ARTICLE I

Name

The name of this Corporation shall be the Idaho Midget Racing Association, Inc., and a corporate seal as set out and attached hereto is hereby adopted.

ARTICLE II

Purpose

This Corporation is formed as a social association not for profit, and no director, active member or supervising member shall receive any salary or other compensation by virtue of membership nor be entitled to any profit or pecuniary gain thereby, the objects and purposes of this association being:

- (a) To form a voluntary non-profit association of adults to encourage and supervise membership in a racing association;
- (b) To permit, subject to the supervision and control, the management and conduct of such racing association by the active members thereof;
- (c) To encourage thereby, the young people of the Boise Valley area, through this association, to take an active part and participate in all racing activities; and,

- (d) To instill in the members of this association appreciation and ability to discharge the responsibilities of caring for the automobile.

and in this regard this association shall be authorized to accept all gifts; to purchase, sell or otherwise deal in any property of any kind or character; to negotiate and enter into contracts or other agreements to the same extent as any private individual might do and as might be necessary, desirable or expedient in carrying out the foregoing purposes; to borrow money or otherwise incur indebtedness without limit as to the amount and; to maintain accounts of deposit or otherwise at any bank or financial institution, it being hereby expressly provided that the enumeration hereinabove of the specific objects and powers of this association shall not be narrowly construed and shall not be held to limit or restrict in any manner the general powers of this association.

### ARTICLE III

#### Incorporators

The names and places of residence of the incorporators of this association, each of whom shall additionally serve as officers and directors of the association until the next annual meeting in December 1982:

Raymond Ransom, 3575 Jones Place, Boise, Idaho 83704

Dennis Russell, 2300 Illinois Ave., Boise, Idaho 83709

Gene Strawn, 1081 S.W. 2nd St., Ontario, OR 97914

Ron Smith, 6501 Post, Boise, Idaho 83704

John M. Booth, 617 White Cloud Drive, Boise, Idaho 83709

Wayne King, P.O. Box 3, Ontario, OR 97914

Al Russell, 3800 Overland, Boise, Idaho 83705

all of whom are over twenty-one years of age and shall serve as supervising directors and officers of this association

## ARTICLE IV

### Membership

Membership in this association shall be non-assigned and the rights and interest of all members shall be equal and of one class, and no member can have or acquire a greater interest therein than any other member, and having responsibilities as herein set out or defined.

Section 1. Supervising Members. Supervising membership shall be limited to adult persons, residents of the Boise Valley area, interested in the promotion of racing and the objects of this association. Membership shall be complete upon nomination, election to membership and the payment of dues in the amount of \$25.00 together with such other annual assessments or contributions as may be required hereafter.

Section 2. Active Members. Active membership shall be limited to adults who are active participants in the affairs of this association. Membership shall be complete upon nomination, election to membership and the payment of dues in the amount of \$25.00 together with such other annual assessments as may be required hereafter.

## ARTICLE V

### Directors and Officers

There shall be at least seven (7) directors of this association, three of whom shall be supervising members, and four of whom shall be active members, and these directors shall be charged with the conduct of the affairs of this association as herein set out and defined.

Section 1. Supervising Directors. At each annual meeting hereafter, an election shall be held at which no less than three supervising members shall be chosen and elected as supervising directors of this association to serve a one-year term. The directors so elected shall additionally serve as officers of this association and be elected and designated as (a) President,

(b) Vice President, and (c) Secretary-Treasurer. The supervising directors and officers shall conduct the promotion, operation and affairs of this association. They shall be charged with the responsibility for the conduct of the legal affairs of the association, the adoption of such additional rules or by-laws as may be required and desirable and the supervision of the active members.

Section 2. Active Members. At each annual meeting hereafter, an election shall be held at which no less than four active members shall be chosen and elected as active directors, who shall conduct the affairs and activities of this association, subject to the supervision of the supervising directors

#### ARTICLE VI

##### Elections and Meeting

The regular meeting date shall be the first Sunday of each month. The annual meeting shall be the first Sunday in December, at which time an election of directors and officers for both the supervising and the active membership shall be held.

#### ARTICLE VII

This association shall have a perpetual existence and shall maintain an office and corporate address within Ada County, Idaho, the <sup>registered</sup>~~present~~ office and <sup>agent</sup>~~address~~ being:

3575 Jones Pl., Boise, Idaho *Raymond Ransom*

and the association shall at all times be governed by the general or corporate laws of the State of Idaho, these Articles or their ~~amendments~~ and such by-laws as may be hereafter adopted. A Quorum ~~for~~ the transaction of any general or special business of this association or the amendments of these articles shall be fifty percent of the supervising membership.

ARTICLE VIII

Amendments

These articles may be amended at any time by a vote of a two-thirds of the supervising membership constituting a quorum and such other or additional directors or other officers from either the supervising or the active membership who may be designated or appointed as may be desired.

IN WITNESS WHEREOF, We, the undersigned Incorporators of the Idaho Midget Racing Association, Inc. - (IMRA), have hereunto set and subscribed our names and seals this \_\_\_\_\_ day of \_\_\_\_\_, 1982.

Wayne King  
Gene Stamm  
Wesley Russell  
John M. Booth  
Ronald E. Smith  
Al Russell  
Raymond Ransom

STATE OF IDAHO     )  
                          (     ss.  
COUNTY OF Ada     )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared,  
  
known to me to be the persons whose names are subscribed to the within instrument and 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 first above written.

\_\_\_\_\_  
Notary Public for Idaho  
Residing at