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ARTICLES OF INCORPORATION**of**SECRETARY OF STATE
STATE OF IDAHO**CITY OF TREES MARATHON ASSOCIATION, INC.
A NOT-FOR-PROFIT CORPORATION**

Articles of Incorporation of the undersigned, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Idaho, do hereby certify:

ARTICLE I

The name of the Corporation shall be: City of Trees Marathon Association, Inc.

ARTICLE II

The principal office of the Corporation is initially located at 618 Allumbaugh Street, in the city of Boise, Ada County, Idaho 83704.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- A. Organize, sponsor and conduct high quality racing events in Boise, Idaho and promote health and fitness to the public.
- B. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.
- C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. The corporation has all rights granted such a non-profit corporation in the state of Idaho, and everything herein will be deemed to expand the powers of the corporation, rather than to be in limitation thereof. The corporation shall have the right to buy and sell, rent and lease, loan or borrow money, or do any other thing whatsoever, in furtherance of its primary purposes as stated above. All things set forth in these articles shall be deemed to be in the furtherance of the corporate powers rather than in the limitation thereof.

ARTICLE IV*three (3)*

The corporation shall initially have ~~two (2)~~ *three (3)* directors. The initial director addresses are as follows:

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Ruth Ulmer
18589 S. Cloverdale Rd.
Kuna, ID 83634

Jeff Ulmer
618 Allumbaugh Street
Boise, ID 83704

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI

No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles or exercise any powers that are not in furtherance of the purposes of the corporation.

The Corporation Does have Voting Members.

ARTICLE VII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 503 c(3) of the Internal Revenue Code, or the corresponding section of any future deferral tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are operated exclusively for such purposes.

ARTICLE VIII

The registered agent and registered office of this corporation is:

Jeff Ulmer
618 Allumbaugh Street
Boise, ID 83704

ARTICLE IX

The directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

ARTICLE X

The period of duration of the corporation is perpetual.

ARTICLE XI

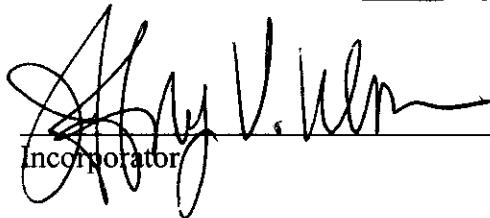
Names and addresses of Incorporators:

Ruth Ulmer
18589 S. Cloverdale Rd.
Kuna, ID 83634

Jeff Ulmer
618 Allumbaugh Street
Boise, ID 83704

IN WITNESS WHEREOF, we have hereunto subscribed our names this 25th day of February, 2002.


Incorporator


Incorporator