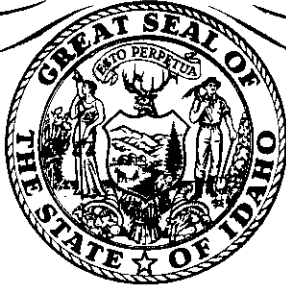


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CANYON MULTI-PURPOSE STADIUM, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **May**, A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **119** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Caldwell** in the County of **Canyon** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **May**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION OF
CANYON MULTI-PURPOSE STADIUM, INC.

ARTICLE ONE

The name of this corporation is and shall be "CANYON MULTI-PURPOSE STADIUM, INC.", a corporation.

ARTICLE TWO

This corporation is a non-profit organization and is formed for charitable purposes and especially for the following:

1. The general nature of the business of this corporation shall be to own, maintain, operate and control a stadium and to conduct in said stadium football games, baseball games, softball games, track and field events, rodeos, fairs, expositions, horse races, 4-H club activities and shows, boxing, wrestling, horse shows, and all types of shows and recreational activities and exhibitions for the general public; to acquire, hold, operate and dispose of any and all privileges, rights, franchises and concessions connected therewith; and to buy, sell, lease, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of said business.

To foster all of the above activities and to encourage activities connected with such events, and to engage in any such activity as may be deemed desirable or essential to any of the above-enumerated activities, and to do any and all things which may encourage the use of a stadium in connection with said activities.

ARTICLE THREE

The principal place of business of this corporation shall be 316 South Tenth Avenue, in Caldwell, Canyon County, Idaho.

ARTICLE FOUR

The term of existence of this corporation is and shall be perpetual.

ARTICLE FIVE

This corporation does not have, and shall not have, any capital stock, neither shall it issue to its members certificates representing capital stock, and this corporation shall not be operated for a pecuniary profit.

ARTICLE SIX

The number of directors of this corporation shall not be less than three (3), which number may be increased at any time in conformity with the By-Laws. The term of office of each director and the manner of election shall be provided for in the By-Laws, and the Board of Directors shall be known as and shall conduct the affairs of this corporation under the designation and style of "Board of Directors." The names and addresses of those who are to serve as incorporating directors and until the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tom E. Shearer	1804 Everett, Caldwell, Idaho
Robert B. Purcell	2519 Washington, Caldwell, Idaho
Wayne E. Davis	1810 Washington, Caldwell, Idaho

ARTICLE SEVEN

The qualifications for membership in this corporation and the method of election to membership shall be provided for in the By-Laws.

ARTICLE EIGHT

The By-Laws of this corporation may be repealed or amended only as provided in the By-Laws of the corporation.

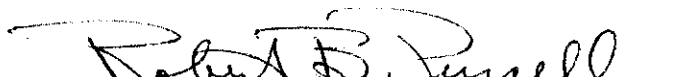
ARTICLE NINE

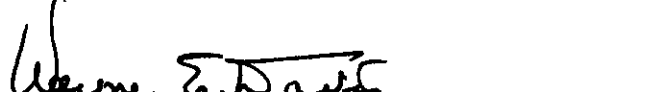
Statement of Facts

Pursuant to a Notice posted at Chamber of Commerce Office at 316 South Tenth Avenue, Caldwell, Canyon County, Idaho, on May 9, 1962 and published in The News-Tribune, a newspaper published in Caldwell, Canyon County, Idaho, on May 12, 1962 and May 19, 1962, a copy of which Notice and Affidavit of Publication and posting thereof being attached to these Articles, a meeting of the members of Canyon Multi-Purpose Stadium was held on Tuesday, the 22nd day of May, 1962, at the hour of eight o'clock p.m. at the Chamber of Commerce Office at 316 South Tenth Avenue, Caldwell, Canyon County, Idaho, at which time and place a majority of the members of this corporation were present and voted at the election held at said meeting and the persons above named were duly elected as the incorporating directors of this corporation and until the election and qualification of their successors, and that Tom E. Shearer and Robert B. Purcell were the Chairman and Secretary, respectively, of said meeting and were the officers conducting said election. A verification of the above facts by said Chairman and Secretary is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, We have hereunto set our hands as incorporators at Caldwell, Idaho, this 22nd day of May, 1962.


Tom E. Shearer


Robert B. Purcell


Wayne E. Davis

STATE OF IDAHO)
) ss.
County of Canyon)

On this 22nd day of May, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared TOM E. SHEARER, ROBERT B. PURCELL and WAYNE E. DAVIS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same and that they were citizens of the United States and over the age of twenty-one years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

(SEAL)


Notary Public for Idaho;
Residing at Caldwell, Idaho.

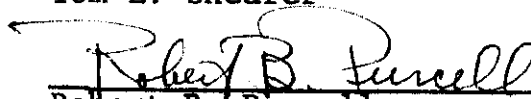
EXHIBIT "A"

STATE OF IDAHO)
County of Canyon) ss.

TOM E. SHEARER and ROBERT B. PURCELL, being first duly sworn, each for himself deposes and says:

That they were the Chairman and Secretary, respectively, of a meeting of the members of Canyon Multi-Purpose Stadium, a non-profit organization, which held a meeting at Chamber of Commerce Office, 316 South Tenth Avenue, Caldwell, Canyon County, Idaho, on May 22, 1962, at eight o'clock p.m., said meeting being called pursuant to a Notice posted on said Chamber of Commerce Office, 316 South Tenth Avenue, Caldwell, Canyon County, Idaho, on May 9, 1962 and published in The News-Tribune, a newspaper published in Caldwell, Canyon County, Idaho, on May 12 and 19, 1962; that a majority of the members of said organization were present at said meeting and that Tom E. Shearer, 1804 Everett, Caldwell, Idaho; Robert B. Purcell, 2519 Washington, Caldwell, Idaho; and Wayne E. Davis, 1810 Washington, Caldwell, Idaho, were duly elected as the incorporating directors of this organization until the election and qualification of their successors; that upon motion duly made and unanimously carried the said Tom E. Shearer, Robert B. Purcell and Wayne E. Davis were authorized and directed to proceed with the incorporation of said organization.


Tom E. Shearer


Robert B. Purcell

Subscribed and sworn to before
me this 22nd day of May, 1962.


Notary Public for Idaho;
Residing at Caldwell, Idaho.

STATE OF IDAHO }
County of Canyon } ss.

AFFIDAVIT OF POSTING

ROBERT B. PURCELL, being first duly sworn, deposes and says:

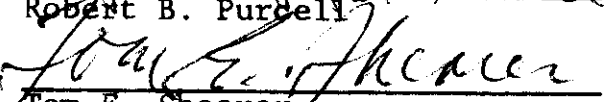
That he is a member of Canyon Multi-Purpose Stadium, Caldwell, Canyon County, Idaho, a non-profit organization of Caldwell, Canyon County, Idaho, and that on May 9, 1962 the following Notice, to wit:

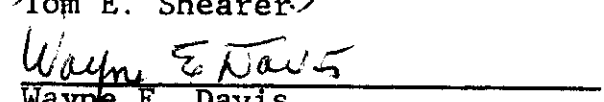
"NOTICE OF MEETING OF MEMBERS OF
CANYON MULTI-PURPOSE STADIUM"

"Notice is hereby given that a meeting of the members of Canyon Multi-Purpose Stadium, a non-profit organization, will be held at the Chamber of Commerce Office at 316 South Tenth Avenue in Caldwell, Canyon County, Idaho, on Tuesday, May 22, 1962, at eight o'clock p.m.

"The purpose of this meeting is to elect three (3) or more directors to act as incorporators of said organization, pursuant to the provisions of Title 30, Chapter 11, Idaho Code Annotated, 1947, as amended.


Robert B. Purcell


Tom E. Shearer


Wayne E. Davis

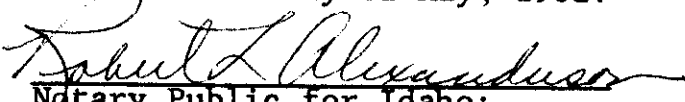
Members of Canyon Multi-Purpose Stadium

ALEXANDERSON & DAVIS
Attorneys at Law
Residing at Caldwell, Idaho"

was posted by this affiant in a conspicuous place at Chamber of Commerce Office, 316 South Tenth Avenue, Caldwell, Canyon County, Idaho, and that said Notice remained posted on said Chamber of Commerce Office from the 9th day of May, 1962 to and including the 22nd day of May, 1962.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of May, 1962.


Subscribed and sworn to before
me this 22nd day of May, 1962.

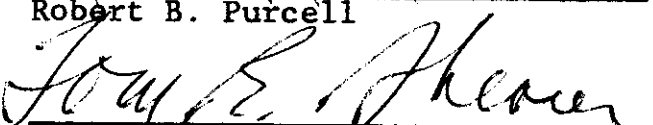

Notary Public for Idaho;
Residing at Caldwell, Idaho.

NOTICE OF MEETING OF MEMBERS OF
CANYON MULTI-PURPOSE STADIUM

Notice is hereby given that a meeting of the members of Canyon Multi-Purpose Stadium, a non-profit organization, will be held at the Chamber of Commerce Office at 316 South Tenth Avenue in Caldwell, Canyon County, Idaho, on Tuesday, May 22, 1962, at eight o'clock p.m.

The purpose of this meeting is to elect three (3) or more directors to act as incorporators of said organization, pursuant to the provisions of Title 30, Chapter 11, Idaho Code Annotated, 1947, as amended.


Robert B. Purcell


Tom E. Shearer


Wayne E. Davis

Members of Canyon Multi-Purpose
Stadium

ALEXANDERSON & DAVIS
Attorneys at Law
Residing at Caldwell, Idaho

AFFIDAVIT OF PUBLICATION

STATE OF IDAHO,)
County of Canyon.) ss.

Hazel Davis
of Caldwell, Canyon County, Idaho, being first duly sworn,
deposes and says:

1. That I am a citizen of the United States of America, and at all times hereinafter mentioned was over the age of twenty-one years, and not a party to the above entitled action.

2. That I am the principal clerk of the News-Tribune, a daily, (except Sunday) newspaper published in the City of Caldwell, in the County of Canyon, State of Idaho; that the said newspaper is in general circulation in the said County of Canyon, and in the vicinity of Caldwell, and has been uninterruptedly published in said County during a period of seventy-eight consecutive week prior to the first publication of the notice, a copy of which is hereto attached.

3. That the notice, of which the annexed is a printed copy, was published in said newspaper

two times in the regular and entire issue of said paper, and was printed in the newspaper proper, and not in a supplement.

4. That said notice was published the following dates:

May 12, and 19, 1962

Hazel Davis

Subscribed and sworn to before me this 15th

day of May, 1962

Fred C. Heldt
Notary Public, Residing at Caldwell, Idaho.
My Commission Expires October 31, 1965