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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

SNAKE RIVER STAMPEDE YOUTH FOUNDATION, INC.

Pursuant to the provisions of **Title 30, Chapter III, Idaho Code**, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned, acting as incorporators of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby certify as follows:

ARTICLE I.

Name

The name of the corporation is: **SNAKE RIVER STAMPEDE YOUTH FOUNDATION, INC.**

ARTICLE II.

Duration

The period of existence and duration of the corporation shall be perpetual.

ARTICLE III.

Nonprofit

The corporation is a nonprofit corporation.

ARTICLE IV.

Corporate Purposes

The purposes for which this corporation is organized are:

IDAHO SECRETARY OF STATE

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A. To provide scholarships, other educational benefits, and to generally support youth programs.

B. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

C. To be duly educational and charitable in its purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

D. 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. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V.

Limitations

Notwithstanding any other provisions of these Articles or the By-Laws:

(1) No part of the earnings of this corporation shall inure to the benefit of,

nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) No substantial part of the activities of this corporation shall involve the attempt to influence legislation, nor shall this corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(4) This corporation shall be duly educational and charitable and its purposes shall be conducted and the corporation shall be operated, supervised and controlled for the specific purposes as set forth in Article IV above to all youth who are eligible, without regard to race, creed, color, religion, sex or national origin.

(5) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Internal Revenue Code of 1986, as amended.

(6) The corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended); retain

any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI.

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 109 12th Avenue South, Nampa, Idaho 83651, and the name of its initial registered agent at such address is Rodney H. Moore.

ARTICLE VII.

Membership

There shall be no members of this corporation.

ARTICLE VIII.

Board of Directors

(1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of the President, Vice President and Secretary-Treasurer of the Nampa Harvest Festival Association, doing business as the Snake River Stampede, together with the Chairman and one other member of a Committee appointed for the purposes of this nonprofit corporation, the names and street addresses of the persons constituting the initial Board of Directors being as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Don Shepherd | 1331 11 th Avenue North Extension Nampa, Idaho 83686 |
| Dean Oliver | 21386 Notus Road Greenleaf, Idaho 83626 |
| Dennis Parry | 317 Bonner Place Nampa, Idaho 83651 |
| Rodney H. Moore | 447 Colorado Nampa, Idaho 83686 |
| W. W. Deal, Sr. | 917 2 nd Street South Nampa, Idaho 83651. |

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the By-Laws.

ARTICLE IX.

Officers

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as provided in the By-Laws. The President and Vice President shall be members of the Board of Directors.

ARTICLE X.

Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

ARTICLE XI.

Amendment of Articles and By-Laws

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors of the corporation, as provided in the By-Laws.

ARTICLE XII.

Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purposes of the corporation to such other organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organizations as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE XIII.

Incorporators

The names and street addresses of the incorporators are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Don Shepherd | 1331 11 th Avenue North Extension Nampa, Idaho 83687 |
| Rodney H. Moore | 447 Colorado Nampa, Idaho 83686. |

ARTICLE XIV.

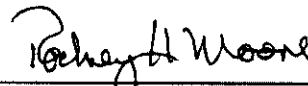
By-Laws

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

Dated this 12th day of January, 2000.



Don Shepherd



Rodney H. Moore