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**ARTICLES OF INCORPORATION**

2018 APR 23 AM 9:33

**OF**

SECRETARY OF STATE  
STATE OF IDAHO

**DISTRICT THREE IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being a citizen of the United States of America and of lawful age, acting as Incorporator pursuant to the Idaho Non-profit Corporation Act, I.C. 30-3-1 et seq. hereby adopts the following Articles of Incorporation.

**ARTICLE I**

Name

The name of this Corporation is **DISTRICT THREE IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC.** (hereinafter the "Corporation").

**ARTICLE II**

Not For Profit

The Corporation is a non-profit corporation under the laws of the State of Idaho. The Corporation is not formed for, and shall not be conducted or operated for, profit. No part of the net earnings, assets, or income of the Corporation shall inure to the benefit of any member, director, or officer, or any individual or private corporation for profit, except to the extent permissible under law. Nor shall any of the property, assets or earnings of the Corporation be used for other than charitable, scientific and educational purposes. Nor shall any of the property, assets or earnings of the Corporation be used for propaganda or lobbying.

This Corporation is instituted for purely charitable purposes and for the accomplishment of the ends set forth above. It is not organized for profit and shall have no authority to issue capital stock.

Notwithstanding any other provision of these articles, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986 and any amendments thereto (hereinafter the "Code"), then during such time or times the Corporation shall be subject to the following additional restrictions:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

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3. The Corporation shall not retain any excess business holdings as ordered in Section 4943(c) of the Code;
4. The Corporation shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code;
5. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code; and
6. The Corporation shall be authorized to terminate its status as a private foundation in a manner described in Section 507 (b)(1) of the Code.

### ARTICLE III Purposes

This Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, or to any corresponding provision of any future federal tax law with a special interest pertaining to the promotion of high school rodeo in the First District of the Idaho High School Rodeo Association, Inc. Toward said goal of promoting high school rodeo in the First District of the Idaho High School Rodeo Association, Inc., the Corporation shall be organized and operated to:

1. Maintain the standards set by the National High School Rodeo Association ("NHSRA") and the Idaho High School Rodeo Association, Inc.
2. Promote high school rodeo on a district wide scale and work toward this goal by bringing district wide recognition and uniformity to the sport of rodeo for students in compliance with the National High School Rodeo Rule Book.
3. Promote the spirit of high school rodeo through the development of sportsmanship, horsemanship and character in the youth of the First District of the Idaho High School Rodeo Association, Inc.
4. Keep the western heritage alive in America and the state of Idaho.
5. Promote a closer relationship among the people interested in rodeo and the organizations they represent.
6. Increase and maintain interest in high school rodeo.
7. Encourage all rodeo students to excel in school and to improve their general education.
8. Act within the power granted by these By-laws and the statutes of the State of Idaho to accomplish the above purposes.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(c) (3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a Corporation, contributions, to which are deductible under Section 170(c) (2) of the Code (or the corresponding provision of any future federal tax code).

### ARTICLE IV Powers of the Corporation

The Corporation has the power to perform the transaction of all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes, but is not limited to, the following:

1. Take and hold by gift, purchase, grant, lease, devise, bequest or otherwise any property, real or personal or any interest in such property, without limitation as to amount or value, necessary or desirable for attaining the objects and carrying into effect the purposes of the Corporation; to sell, transfer, convey and dispose of such property; to borrow money for the purposes of the Corporation and to issue bonds for such money and to secure the same by mortgage; to invest, reinvest and deal with the same and expend the income from it or the principal of it for any of the above-mentioned purposes subject only to such limitations as may be contained in the instrument under which such property is received but free from any restrictions applicable to the investment and reinvestment of trust funds; and to exercise any corporate powers necessary or incidental to the exercise of the powers enumerated above.
2. Solely and exclusively for the above-described purposes, to receive, hold and administer any and all property, real, personal, or mixed; invest or reinvest the same, including the right to sell, convey, mortgage, or pledge the same, borrow money, and to carry on any and all activities incident to such transactions; to accumulate principal or income for the purpose of erecting buildings or such other extensive programs as shall require accumulations incident to the accomplishment for the above described purposes; and to distribute and to expend any and all assets, whether income or principal.
3. Without in any way intending to limit such general purposes stated above by any of the specific objects and powers referred to, the Corporation shall have power
  - a. To establish and maintain charitable, benevolent, scientific and/or educational agencies and institutions.
  - b. To contribute to, aid and/or assist agencies and/or institutions now or hereafter established for charitable, benevolent, scientific and/or educational purposes.
  - c. To publish and circulate reports, pamphlets, articles, and other matters dealing with charitable, benevolent, scientific and/or educational purposes.
  - d. To make awards, grant scholarships and create endowments for the purpose of promoting or carrying out any of its objectives or purposes.
  - e. To comply with the directions of the donors or testators with regard to any property given, devised, or bequeathed to it, for any such charitable, benevolent, scientific or educational purpose.
  - f. To enter into, make, perform and carry out contracts of every form or kind for any corporate purpose without limit as to amount, with any person, firm, association, or corporation.
  - g. To do any and all such acts as are necessary or convenient to the

attainment of any of the objects and purposes set forth in this instrument to the same extent and as fully as any natural person might or could do.

h. To have offices and promote and carry out its objects and purpose within and without the State of Idaho, other states and territories of the United States, and in any and all foreign countries, and in general to have all powers conferred on a corporation organized under the laws of the State of Idaho.

**ARTICLE V**  
**Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE VI**  
**Principal Office**

The principal office of the Corporation shall be 2478 N. Old Butte Highway, Hamer, ID 83425. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE VII**  
**Registered Office**

The registered office of the Corporation to be maintained in the State of Idaho shall be located at 2478 N. Old Butte Highway, Hamer, ID 83425 and may be changed from time to time by the Board of Directors.

**ARTICLE VIII**  
**Registered Agent**

Jeremie Neville shall be the initial registered agent of the Corporation.

**ARTICLE IX**  
**Membership**

The authorized number and qualifications of members of this Corporation; the different classes or categories of membership, if any; the voting and other rights and privileges of each class of the membership; and the liability of each or all classes to dues or assessments and the method of collection thereof shall be set forth in the By-laws of the Corporation and governed by said By-laws and the National High School Rodeo Association rulebook. The procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board. The members shall have no property rights in the Corporation.

**ARTICLE X**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall be fixed by the Board and may be changed by them; provided, however, that there shall be not less than four (4) nor more than twenty-five (25) voting members of the Board of Directors, exclusive of any non-voting members of any advisory board appointed by the Board of Directors. Directors shall be elected or appointed in the manner and for the terms specified in the By-laws. The initial Board of Directors, which shall serve until their successors have been duly elected, shall be the following persons:

1. Justin Minden 145 S Mtn. View Rd, Moscow ID, 83843
2. Treva Beebe 1035 E Mtn. Home, Potlach, ID 83855
3. Kelly Longfellow 2130 Gvelle Ave. Lewiston, ID 83501
4. Tammy Olmstead 30021 SWEETWATER LN LAPWAI ID 83540
5. Buck and Molly Ott 1399 Shortcat Rd, Craigmont, ID 83526
6. Dallas and Ronda Edwards, 412 Toll Rd, Kooskia, ID 83539
7. Sean Maloney 1242 Indianhead Rd. Weiser, ID 83672
8. Zeke Haubrich 1263 S Crane Rd Midvale, ID 83645
9. Matt Jones, 1134 S. Crane Road Midvale, ID 83645
10. Justin Minden 145 S. Mtn. View Road, Moscow, ID 83843

**ARTICLE XI**  
**Officers**

The Officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, a Student President, a Student Vice-President, a Student Secretary and such other Officers as are appointed by the Board of Directors. The Secretary/Treasurer shall be a non-voting officer and shall not be a Director. The President, Vice-President, Student President, and Student Vice-President shall, upon their election, automatically qualify as Directors of the Corporation.

The offices of President and Secretary cannot be held by the same individual. The Student President, Student Vice-President and Student Secretary must be current Student Members. More than one Officer, including without limitation the President and Vice-President, can be from the same High School Rodeo Club within the District.

All officers shall serve until their successors are elected. The Board of Directors shall have the power to fill vacancies in the offices at any time. An officer elected to fill such a vacancy shall serve until the next annual meeting of the Board of Directors or until a successor is elected.

**ARTICLE XII**  
**By-laws**

The Board of Directors shall adopt By-laws regulating the affairs and prescribing the duties of the members, officers, and directors of the Corporation, which By-laws shall not be inconsistent with these Articles. In the event of a discrepancy between these Articles and the By-laws, these Articles shall govern.

The By-laws may be altered, amended or rescinded solely by two-thirds (2/3) assent of the Board of Directors at a meeting called for that purpose.

### ARTICLE XIII Dissolution

A resolution to dissolve the Corporation shall require the affirmative vote of a majority of the Board of Directors and must be submitted to the Board of Directors.

Upon the termination, dissolution, or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for payment of all liabilities of the Corporation. All remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code) or shall be distributed to the federal government, or the state or local government, for a public purpose as the Board of Directors of this Corporation shall determine.

### ARTICLE XIV Amendments

The Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, and all rights and privileges conferred upon the directors, members, and officers are subject to this reservation. Amendment to these Articles of Incorporation shall require the assent of at least two-thirds (2/3) of the directors of the Corporation at a meeting called for said purpose.

### ARTICLE XV Director and Officer Liability

The Corporation shall indemnify each officer and director including former officers and directors to the full extent permitted by the laws of the State of Idaho. In furtherance of the foregoing, any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the Director is liable for misconduct, as defined by Idaho Code § 30-3-85, or as defined in I.C. 30-3-108.

**ARTICLE XV**  
**Director and Officer Liability**

The Corporation shall indemnify each officer and director including former officers and directors to the full extent permitted by the laws of the State of Idaho. In furtherance of the foregoing, any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the Director is liable for misconduct, as defined by Idaho Code § 30-3-85, or as defined in I.C. 30-3-108.

The private property of the directors of the Corporation shall not be subjected to the payment of the corporate debts and no director shall become individually or personally liable or responsible for any debts or liabilities of the Corporation.

**ARTICLE XVI**  
**No Discrimination**

The Corporation shall not discriminate against any person on the basis of race, age, gender, ethnicity, religion, creed, color, national origin, handicap or disability.

**ARTICLE XII**

**Incorporator**

The name and addresses of the Incorporator is as follows:

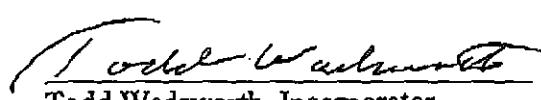
**NAME**

**ADDRESS**

Todd Wadsworth

722 North College Road  
P.O. Box 5399  
Twin Falls, ID 83301

IN WITNESS WHEREOF the party hereto has subscribed his name on this 19<sup>th</sup> day of April, 2018.

  
Todd Wadsworth, Incorporator

STATE OF IDAHO )  
County of Twin Falls )  
ss.

On the 19 day of April, 2018, before me, a Notary Public, in and for said County and State, personally appeared Todd Wadsworth, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Mailee D Allen  
NOTARY PUBLIC FOR IDAHO  
Residing Twin Falls at:

My commission expires: 03/15/2024

