

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RODEOS UNLIMITED, INC.

File number C 106284

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 RODEOS UNLIMITED, 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: May 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF
RODEOS UNLIMITED, INC.

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KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, Mary Hodge, Denise Gill, Barbara McLeod, Karen Osborne, and Judy Quillen, residents of the State of Idaho and citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, and we do hereby certify and state:

I.

The name of this corporation shall be RODEOS UNLIMITED, INC., formed and organized under provisions of Chapter 3, Title 30, Idaho Code.

II.

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

III.

The location and post office address of the initial registered office of this corporation is 1658 Hwy. 46, Gooding, Idaho 83330, and the registered agent at such address is Denise Gill.

IV.

The nature of the business and the objectives and purposes of this corporation shall be as follows:

A. To educate, promote, and preserve Rodeo and the western lifestyle through Miss Teen Rodeo Idaho.

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B. To organize, coordinate, administrate, and promote the Miss Teen Rodeo Idaho pageant and other related Miss Teen Rodeo pageants.

C. To encourage and help prepare contestants to compete in the Miss Teen Rodeo Idaho and other related Miss Teen Rodeo pageants.

D. To provide technical and administrative assistance to organizations sponsoring or conducting queen contests.

The foregoing provisions shall be construed as objects, purposes, and powers, and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation. In general, this corporation shall have the power to carry on any other business in connection with any of the foregoing objects, purposes, and powers, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations in general; provided, however, that this corporation is not organized for profit, shall not be operated for profit, and shall be without power to declare or disburse dividends.

V.

The number of directors constituting the initial board of directors of the corporation is 12, and the name and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

Mary Hodge
710 S. Main
Kimberly, ID 83341

Barbara McLeod
007 Bell Rapids Rd.
Hagerman, ID 83332

Judy Quillen
P.O. Box 626
Hagerman, ID 83332

Denise Gill
P.O. Box 283
Gooding, ID 83330

Karen Osborne
173 Fafnir Dr.
Kimberly, ID 83341

Holly Cook
222 E. Hwy. 24
Dietrich, ID 83324

Billie Jensen
1594 Hwy. 46
Gooding, ID 83330

Connie Loveland
Rt. 3, Box 3442
Burley, ID 83318

Rhonda Bright
1625 Maple
Buhl, ID 83316

Joyce Grindstaff
4074 N. 1750 E.
Buhl, ID 83316

Phyllis Vedvig
Rt. 4, 1424 E. 4300 N.
Buhl, ID 83316

Don Hodge
710 S. Main
Kimberly, ID 83341

VI.

The name and address of each of the incorporators is:

Mary Hodge
710 S. Main
Kimberly, ID 83341

Denise Gill
1658 Hwy. 46
Gooding, ID 83330

Barbara McLeod
007 Bell Rapids Rd.
Hagerman, ID 83332

Karen Osborne
173 Fafnir Dr.
Kimberly, ID 83341

Judy Quillen
P.O. Box 626
Hagerman, ID 83332

VII.

There shall be no capital stock of this corporation.

VIII.

The corporation shall be comprised of a general membership not to exceed 1000 members. Each member shall receive a certificate of membership and shall be entitled to one vote on any item coming before the general membership. The corporation shall be entitled to assess an annual membership fee as determined by the corporation's board of directors.

IX.

The provisions for the regulation of the internal affairs of the corporation are the Bylaws of Rodeos Unlimited, Inc.

X.

Nonprofit Nature of Corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

XI.

Dissolution. Upon the dissolution of the corporation, its assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, we have hereunto subscribed our names this ____
day of April, 1994.

Mary Doughty Hodge
Karen Osborne
Justin Zwillner

Denise Heil
Barbara McLeod