

# State of Idaho

## Department of State

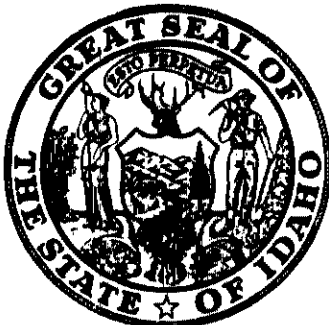
### CERTIFICATE OF INCORPORATION OF

LOST RIVER OLD-TIMERS RODEO ASSOCIATION, INC.  
File number C 106331

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 LOST RIVER OLD-TIMERS RODEO ASSOCIATION, 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 13, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]* *[Signature]*

ARTICLES OF INCORPORATION

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SECRETARY OF STATE

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LOST RIVER OLD-TIMERS RODEO ASSOCIATION, INC.

I, the undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation under the General Business Corporations Act, adopt the following Article of Incorporation for such corporation:

SECRETARY OF STATE  
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EX # 37445  
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ARTICLE I

The name of the corporation shall be Lost River Old-Timers Rodeo Association, Inc.

ARTICLE II

The corporation shall be a non-profit corporation.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is formed and is to be conducted and operated is to operate a once a year, two-day Rodeo event, and the following:

(a) To coordinate, conduct, maintain and operate an organization for the general purposes above stated and to conduct and transact all business properly connected with or incident to any or all of the objects and purposes of this corporation:

(b) To purchase, have, hold, lease, use and take possession of, own, and enjoy any real or personal property necessary or incident to, or connected with the purposes of this corporation, and to sell, lease, alienate and dispose of the same at the please of the corporation;

(c) To borrow or raise money for any of the purposes of the corporation, and, from time to time, without limit as to the amount, to draw, make, accept, endorse, guarantee, executed and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation;

(d) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the state of Idaho to corporations of this character. The statement contained in each clause shall be in no way limited or restricted by reference to or influence from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein;

(e) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall

be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers;

(f) The corporation is organized exclusively to conduct a once a year, two-day Rodeo event and within the meaning of Section 501(c)(3) of the Internal Revenue Code;

(g) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE V

The corporation shall have members admitted by resolution of the Board of Directors in accordance with the By-laws. No capital stock or certificates evidencing shares of the same shall be issued. The corporation is one which does not contemplate pecuniary gain or profit, and is not organized, nor will business be conducted for the purpose, directly or indirectly, either for profit or the production of any article of commerce.

#### ARTICLE VI

The management of the corporation and of its affairs shall be vested in a Board of Directors consisting of not less than three, nor more than nine members, and within such limits, the number, qualifications, terms of office, manner of election, and powers and duties of the directors shall be fixed and may be altered from time to time, as may be provided for in the By-laws. The incorporator shall act in the capacity of director of this corporation until his successors are elected and qualify. The incorporator shall have the power to elect his successor directors,

including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these Articles of Incorporation.

#### ARTICLE VII

The address of the initial registered office of the corporation shall be Route #1, Mackay, Idaho 83251, and the name and address of its initial registered agent is Betty Pehrson, P.O. Box 29, Mackay, Idaho 83251.

#### ARTICLE VIII

The name and address of the incorporator who shall also serve as the initial Director is Bruce A. Smith, Route 1, Mackay, Idaho 83251.

(a) Notwithstanding the initial number of directors above stated, the number of directors of the corporation shall be as stated in Article VI, herein, and there shall be appointed at least one additional director in conformance with these articles, by the first meeting of the initial board of directors.

#### ARTICLE IX

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, does hereby make this certificate for the purpose of forming a corporation pursuant to the General

of May, 1994.

**BRUCE A. SMITH**

STATE OF IDAHO )  
County of Butte )

On this 6th day of May, 1994, before me the undersigned Notary Public, personally appeared, BRUCE A. SMITH, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal.

Charlotte J. Wall  
Notary Public for Idaho  
Residing at: Mackay  
Commission Expires 12/18/99