

200634

ARTICLES OF INCORPORATION OF  
RIVER VALLEY TRAIL RIDERS, INC.

The undersigned, a natural person, acting as the incorporator of a corporation under the Iowa Nonprofit Corporation Act, Chapter 504A, 1995 Code of Iowa, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation shall be River Valley Trail Riders, Inc.

ARTICLE II.

The corporation shall commence its existence November 1, 1996, and have perpetual existence.

ARTICLE III.

The general nature of the business to be transacted, promoted, and carried on by the corporation, and the objects and purposes for which the corporation is organized, are to do any and all things herein mentioned as fully, and to the same extent as natural persons might, or could do, and in any part of the world, including:

- a. To engage in the business of operation and management of an off-highway motor vehicle park in a nonprofit capacity, open to the public. Full-sized vehicles not allowed.
- b. To promote, institute, enter into, conduct, perform, assist, or participate in every kind of off highway recreation, and for any such purposes, to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of real estate, concessions, and other properties of any individuals, corporations, associations, partnerships, firms, or trustees.
- c. To adopt, apply for, obtain, register, purchase, lease and otherwise acquire, and to maintain,

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protect, hold control, use, own, exercise, exploit, operate, introduce, develop, pledge, sell, assign, grant licenses, and other rights with respect to and otherwise dispose of, and generally deal in and with inventions, improvements, in the park.

- d. To pay for any property, securities, rights or interests acquired by this corporation in cash or other property rights or interests held by this corporation, or by issuing and delivering in exchange therefor its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificates of indebtedness, or other obligations or securities howsoever evidenced.
- e. In carrying on its business and for the purpose of furthering its objects and purposes, to enter into and perform agreements and contracts of any nature with any government, state, territory, district, municipality, political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever.

In general to carry on any other business and to have and to exercise all of the powers conferred by the laws of the State of Iowa upon corporations formed under the Iowa Nonprofit Corporation Act, and any enlargement of such powers conferred upon corporations under said Act by subsequent legislative acts, and to do any and all of the things hereinbefore set forth, to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE IV.

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

Rick Cleaver, 3331 Avenue C, Council Bluffs, Iowa, 51501

Paul F. Gerjevic Jr., 152 Garner Avenue, Council Bluffs, Iowa, 51503

The affairs of the corporation shall be conducted by the Board of Directors. The number of directors shall not be less than two. Subject to the foregoing, the number of directors shall be fixed from time to time by the by-laws, and the number of directors may be altered as therein provided. However, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting and until their successors shall have been elected and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Any vacancy in the Board of Directors shall be filled in the manner provided by the by-laws.

In furtherance of, and not in limitation of, the powers



conferred by statute, the Board of Directors, at any regular or special meeting, is expressly authorized:

- a. To authorize and cause to be executed mortgages and liens upon the real property and personal property of the corporation.
- b. To set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.
- c. To appoint, by resolutions passed by a majority of the whole board, an executive committee and one or more other committees, each committee to consist of two or more directors of the corporation, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be provided in such resolution or resolutions or in the by-laws. Such committees may be empowered to authorize the affixing of the corporate seal to documents and shall have such names as are designated by resolutions of the Board of Directors or the by-laws.

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary and a treasurer, and any other officers as may be designated by the by-laws. The officers shall be elected by the Board of Directors and shall serve for the term of one year or until their successors are elected and qualified.

The initial by-laws of the corporation shall be adopted by the members. Thereafter, the by-laws, except as otherwise

provided by statute, may be adopted, amended, or repealed by either the members or the Board of Directors.

#### ARTICLE V.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter permitted by law, and all rights conferred upon members herein are granted subject to this reservation.

#### ARTICLE VI.

If the corporation enters into a contract or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are stockholders, directors, officers, or employees, such contract or transaction shall not be invalidated or in any wise affected by the fact that such director or directors have or may have interests which are or might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction, provided, however, that in any such case, the fact of such interest shall be disclosed to the other directors or members acting upon or in reference to such contract or transaction. No director or directors having such disclosed adverse interest shall be liable to the corporation or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of any

such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon.

#### ARTICLE VII.

The corporation shall indemnify every director or officer, or former director or former officer, their heirs, executors, and administrators of such person who shall have served at its request as a director or officer of any other corporation of which it is a member or creditor and from which he is not entitled to be indemnified against reasonable expenses actually incurred by him in connection with the defense or any action, suit, or proceeding to which he may be made a party by reason of his being, or having been a director or officer of the corporation or of such other corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of his duties. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by independent counsel, selected by or in the manner designated by the Board of Directors, that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

#### ARTICLE VIII.

The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever and the



private property of the incorporators shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE IX.

The name and address of the corporation's initial registered agent, and registered office is:

Michael J. Murphy  
100 Park Building  
Council Bluffs, Iowa 51503

The name and address of the incorporators are as follows:

Rick Cleaver  
3331 Avenue C  
Council Bluffs, Iowa 51501

Paul F. Gerjevic Jr.  
152 Garner Avenue  
Council Bluffs, Iowa, 51503

Dated this 1 day of November, 1996.

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SECRETARY OF STATE

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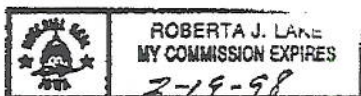
Rick Cleaver  
Rick Cleaver

Paul F. Gerjevic Jr.  
Paul F. Gerjevic, Jr.

STATE OF IOWA  
POTTAWATTAMIE COUNTY -ss

On this 1 day of November, 1996, before me, a Notary Public in and for the State of Iowa, personally appeared Rick Cleaver and Paul F. Gerjevic, Jr. who are known to me to be the persons named in and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their voluntary act and deed.

Roberta J. Lake  
Notary Public



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- a. To engage in the business of operation and management of an off-highway motor vehicle park in a nonprofit capacity, open to the public. Full-sized vehicles not allowed.
- b. To promote, institute, enter into, conduct, perform, assist, or participate in every kind of off highway recreation, and for any such purposes, to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of real estate, concessions, and other properties of any individuals, corporations, associations, partnerships, firms, or trustees.
- c. To adopt, apply for, obtain, register, purchase, lease and otherwise acquire, and to maintain,

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protect, hold control, use, own, exercise, exploit, operate, introduce, develop, pledge, sell, assign, grant licenses, and other rights with respect to and otherwise dispose of, and generally deal in and with inventions, improvements, in the park.

- d. To pay for any property, securities, rights or interests acquired by this corporation in cash or other property rights or interests held by this corporation, or by issuing and delivering in exchange therefor its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificates of indebtedness, or other obligations or securities howsoever evidenced.
- e. In carrying on its business and for the purpose of furthering its objects and purposes, to enter into and perform agreements and contracts of any nature with any government, state, territory, district, municipality, political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever.

In general to carry on any other business and to have and to exercise all of the powers conferred by the laws of the State of Iowa upon corporations formed under the Iowa Nonprofit Corporation Act, and any enlargement of such powers conferred upon corporations under said Act by subsequent legislative acts, and to do any and all of the things hereinbefore set forth, to the same extent as natural persons might or could do.

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- b. To set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.
- c. To appoint, by resolutions passed by a majority of the whole board, an executive committee and one or more other committees, each committee to consist of two or more directors of the corporation, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be provided in such resolution or resolutions or in the by-laws. Such committees may be empowered to authorize the affixing of the corporate seal to documents and shall have such names as are designated by resolutions of the Board of Directors or the by-laws.

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such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon.

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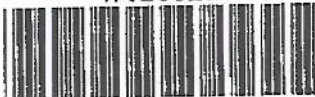
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Rick Cleaver  
Rick Cleaver

Paul F. Gerjevic Jr.  
Paul F. Gerjevic, Jr.

STATE OF IOWA  
POTTAWATTAMIE COUNTY -ss

On this 1 day of November, 1996, before me, a Notary Public in and for the State of Iowa, personally appeared Rick Cleaver and Paul F. Gerjevic, Jr. who are known to me to be the persons named in and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their voluntary act and deed.

Roberta J. Lake  
Notary Public

