



Department of State

**CERTIFICATE OF INCORPORATION
OF**

PANHANDLE BUILDING CONTRACTORS ASSOCIATION INC.

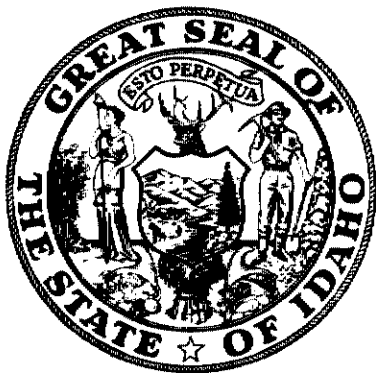
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PANHANDLE BUILDING CONTRACTORS 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 December 27, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Walter H. Hines
Corporation Clerk

RECEIVED
SEC. OF STATE ARTICLES OF INCORPORATION
38 DEC 27 AM 9 09

OF

PANHANDLE BUILDING CONTRACTORS ASSOCIATION INC.

KNOW ALL MEN BY THESE PRESENTS, that Nancy Fullerton, being over the age of eighteen (18) years of age, and for the purposes of forming a corporation under the Idaho Non-Profit Corporation Act, hereby certifies and adopts, in duplicate, the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation (hereinafter called "Association") is PANHANDLE BUILDING CONTRACTORS ASSOCIATION INC.

ARTICLE II.

This Association is organized pursuant to the Idaho Non-Profit Corporation Act, and is a non-profit corporation, exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III.

The Association shall exist perpetually.

ARTICLE IV.

PURPOSES AND POWERS OF THE ASSOCIATION

Notwithstanding any other provision of these Articles, this 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.

This Association does not contemplate the distribution of gains, profits or dividends to its members.

In furtherance of said purposes, this Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Bylaws;
- (b) Fix, collect and enforce assessments as set forth in the Bylaws;

- (c) Pay all expenses and obligations incurred by the Association in the conduct of its business including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;
- (d) To further the interest of general contractors by improving the prestige of the industry, and working for the betterment of conditions in the industry, and stimulate interest in the subject; to promote educational and other measures of fulfilling the accomplishments and purposes of the Association in the betterment of the industry, and to this end to hold meetings, issue informative bulletins and disseminate such further information on the general contracting business as may accomplish the furtherance of the objects of this Association; to exchange ideas among its members for the betterment of the industry;
- (e) To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefore in any manner permitted by law;
- (f) To buy, lease, hold and exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association, or incidental thereto. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the voting power of members other than the Declarant;
- (g) To acquire and to hold, own and exercise all rights of ownership in, and to, sell, transfer or pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or Association engaged in any related activities;
- (h) To establish reserves to invest the funds thereof in stocks, bonds and other property as the Board of Directors may deem satisfactory;
- (i) To levy assessments in such manner and in such amount as may be provided in the Bylaws of this Association, and to provide for the manner of collection of assessments for services furnished its members and the enforcement thereof;

- (j) To have and to exercise all powers, privileges and rights which a Corporation organized under the Idaho Non-Profit Corporation Act now or hereafter has or exercise, and all powers and rights incidental in carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which this Association is incorporated.

ARTICLE V.

MEMBERSHIP AND VOTING RIGHTS

1. Membership. The Bylaws shall provide the terms and conditions of membership.

2. Transferred Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way, except as set for in the Bylaws.

3. Classes of Membership. The Association shall have one class of voting membership which shall consist of the members of said Association.

4. Fees: Membership fees shall be fixed and regulated by the Bylaws. Each member whose fees are fully paid and who is not in arrears regarding payments for services and/or purchases, shall be entitled to one vote at any meeting of the members of the Association, for each membership certificate held. Assessments against members, and a determination of their liability, shall be fixed by the Bylaws, which shall provide for the manner of collection and its enforcement and also for the lapse of membership and forfeiture of the right to the incidents of the Association.

5. Allocation of Fees: This Association is organized as a non-profit Association for the mutual benefit of its members and will not have profits. All fees received for admission of members shall be placed in the surplus fund to be used only for the payment of indebtedness, repairs, building and maintenance. After all expense of the Association are paid each year, and a reasonable reserve as determined by the Board of Directors set aside, any income of the Association in excess thereof shall be used to reduce the charges for the year next's obligations.

ARTICLE VI.

REGISTERED AGENT AND OFFICE

The initial registered agent of the Association shall be Nancy Fullerton, and the street address of the initial registered office shall be 1201 Michigan Street, Sandpoint, Idaho, 83864.

ARTICLE VII.

BOARD OF DIRECTORS; INCORPORATORS

The affairs of this Association shall initially be managed by a Board of at least THREE (3) Directors. All Directors must be members of the Association. Commencing with the first meeting of the Association, the number of directors shall determined as provided in the Bylaws of the Association. The names and addresses of the incorporators and the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Dan Staglund	P.O. Box 1673, Sandpoint, ID 83864
Ed Walker	P.O. Box 84, Hope, ID 83836
Michele Sterley	P.O. Box 1728, Sandpoint, ID 83864

ARTICLE VIII.

DISSOLUTION OF CORPORATION

Upon 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.

ARTICLE IX.

AMENDMENTS

These Articles of Incorporation may be amended by a vote at a meeting of the members having voting rights, which may be either an annual or special meeting as provided in the Idaho Non-Profit Corporation Act for the giving of notice of meeting of members. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast by the terms of the Bylaws.

For the purpose of forming this Association under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 18th day of December, 1988.

Dan L. Stiglund
E. O. Walker
Michelle Sterley

STATE OF IDAHO)

ss.

County of Bonner)

On this 18th day of December, 1988, before me, _____ a Notary Public for the State of Idaho, personally appeared Dan L. Stiglund, E. O. Walker, Michelle Sterley, known or identified to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Nancy J. Ward
Notary Public for Idaho
Residing in: Sandpoint
My Commission Expires: 9-25-92