

Department of State

CERTIFICATE OF INCORPORATION OF

GEM ECONOMIC DEVELOPMENT 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 _____

GEM ECONOMIC DEVELOPMENT ASSOCIATION, INC.

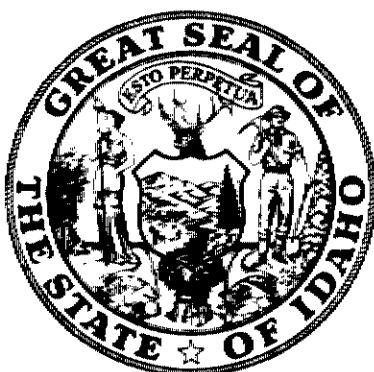
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 _____, October 11, 1988.

Pete T. Cenarrusa
SECRETARY OF STATE

John J. Clark
Corporation Clerk



ARTICLES OF INCORPORATION

of

500
28 OCT 11 1945

GEM ECONOMIC DEVELOPMENT ASSOCIATION, INC.

The undersigned, acting as incorporators of a non-profit corporation under the Idaho Non-Profit Corporation Act, adopt the following articles of incorporation for such corporation:

FIRST: The name of the corporation is Gem Economic Development Association, Inc.

SECOND: This corporation is a non-profit corporation.

THIRD: The period of its duration is perpetual.

FOURTH: The purpose or purposes for which the corporation is formed are:

This corporation is organized to promote the civic betterment and development of the City of Emmett and Gem County; the development of natural resources; the fostering and expansion of existing industries and commercial enterprises; and in cooperation with State and Federal agencies, the continuing expansion of tourism and recreational possibilities of the County; the establishment of a civic and economic climate that will encourage and attract new industries; and to do all things necessary to participate actively and aggressively in matters pertaining to the social, economic and industrial welfare of the City of Emmett and Gem County. These purposes include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 and furtherance of the purposes set forth in the preceding paragraph. 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, the corporation shall not carry on any 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 1954 (or the corresponding provision of any subsequent 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law), as the directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SIXTH: This corporation shall have members. The existing board of directors shall elect the successor members of the board of directors.

SEVENTH: The management of the affairs of the corporation shall be vested in the corporation's board of directors.

EIGHTH: The street address and mailing address of this corporation's initial registered office is 1508 East Main Street #31, Emmett, Idaho, and the name of its initial registered agent at such address is LENA THOMAS.

NINTH: The number of directors constituting the initial board of directors is five (5), and the names and addresses of the directors constituting the initial board of directors are:

NAME	ADDRESS
RICK CRAWFORD	609 North Commercial Emmett, Idaho 83617
LENA THOMAS	1508 East Main Street #31 Emmett, Idaho 83617
RICK JOHNSTON	2220 Haw Creek Circle Emmett, Idaho 83617
KENNETH N. BLAIR	2525 Apple Drive Emmett, Idaho 83617
H. RONALD BJORKMAN	522 South Slope Road Emmett, Idaho 83617

TENTH: The name and address of each incorporator is:

NAME	ADDRESS	LT. RC.
RICK CRAWFORD	1069 haw creek haw 609 North Commercial Emmett, Idaho 83617	
LENA THOMAS	1508 East Main Street #31 Emmett, Idaho 83617	

DATED: 9-27-88

Rick Crawford

LeNa Thomas