

**CERTIFICATE OF INCORPORATION
OF**

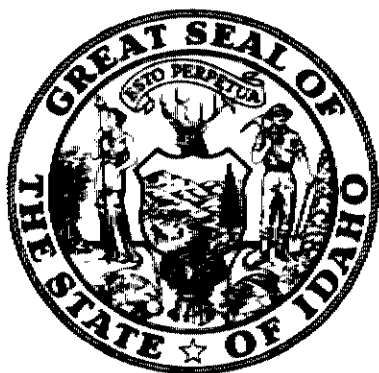
BOUNDARY COUNTY DEVELOPMENT CORPORATION

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 **BOUNDARY COUNTY DEVELOPMENT CORPORATION**

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 31**, 19 **88**.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

BOUNDARY COUNTY DEVELOPMENT CORPORATION

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

'88 MAY 31 AM 9 27

KNOW ALL BY THE FOLLOWING:

That we, the undersigned, all competent residents of the State of Idaho, associate together for the purpose of forming a non-profit cooperative association, under Title 30, Chapter 3, Idaho Code, governing non-profit cooperative associations and hereby adopt Articles of Incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be the Boundary County Development Corporation.

ARTICLE II - LOCATION AND AGENT

The location and post office address of the registered office of the corporation within this state shall be HCR 61, Box 169, Bonners Ferry, Idaho, and the registered agent at such address is Richard Villelli.

ARTICLE III - TERM

The term of existence of this corporation shall be perpetual.

ARTICLE IV - NOT FOR PROFIT

The corporation is not formed for the purpose of pecuniary gain or profit to the members thereof and the corporation itself is not formed for the purpose of making profit. The corporation shall have no stock.

ARTICLE V - MEMBERS

The classes, qualifications, duties and rights of members of the corporation shall be set forth in the bylaws. Membership meetings shall be held at such times and places as are specified in the bylaws.

ARTICLE VI - PURPOSE

The purpose for which this corporation is formed is to promote the economic development of Boundary County in a manner legal for a non-profit corporation under the Idaho Code, and consistent with tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII - LIMITATION OF ACTIONS

No part of the funds of the corporation shall inure to the benefit of, nor be distributable to, its officers or directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to provide liability protection to directors, and to make payments and distributions in furtherance of the purposes set forth in Article VI. 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 any political campaign of any candidate for public office.

Notwithstanding any other provisions 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 VIII - BOARD OF DIRECTORS

The affairs of the corporation shall be managed and controlled by a Board of Directors. The number of directors of the first board shall be four. The number and terms of subsequent Boards shall be fixed by the corporation bylaws. The names and street addresses of the individuals constituting the initial Board of Directors are:

1. Richard A. Villelli
HCR 61 Box 169
Bonners Ferry, Idaho 83805
2. Dirk A. Caperton
HCR 61 Box 167
Bonners Ferry, Idaho 83805
3. Ken Keller
HCR 60 Box 153
Bonners Ferry, Idaho 83805
4. Chris Clark
County Road 61
Bonners Ferry, Idaho 83805

The name and post office address of the incorporator are:

Richard A. Villelli
HCR 61 Box 169
Bonners Ferry, Idaho 83805

IN WITNESS WHEREOF I have hereunto set my hand and seal this 27
day of May, 1988



Richard A. Villelli
Incorporator