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SECRETARY OF STATE
STATE OF IDAHO

OF**EAGLE ROCK TRANSPORT COMPANY**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name

The name of the Corporation is Eagle Rock Transport COMPANY

Article II Nonprofit Status

Eagle Rock Transport is a nonprofit corporation.

Article III Period of Duration

The period of duration of Eagle Rock Transport is perpetual.

Article IV Registered Office and Agent

The location of Eagle Rock Transport is in the City of Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the initial registered office is 1507 Stanger Ave, Idaho Falls, ID 83404, and the name of the initial registered agent at this address is Brian Lords.

Article V Purposes

The purposes for which Eagle Rock Transport is organized and will be operated are as follows:

- A. To provide a cost effective, reliable, safe, timely, assistive transportation service to citizens living within an eleven mile radius of the city limits of Idaho Falls, Idaho. Eagle Rock Transport will prioritize transportation services to the elderly, disabled, and low income individuals during peak use need times.
- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such

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purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit Eagle Rock Transport to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Limitations

No part of the net earnings or the assets of Eagle Rock Transport shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that Eagle Rock Transport shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of Eagle Rock Transport shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and Eagle Rock Transport 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 provisions of these Articles, Eagle Rock Transport shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII No Members

Eagle Rock Transport shall not have any members.

Article VIII Board of Directors

The affairs of Eagle Rock Transport shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of Eagle Rock Transport shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of Eagle Rock Transport in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME

ADDRESS

Lanning Smith 6549 So. 1200 W. Idaho Falls, ID 83401

John Gouley 1359 Crescent Ave. Idaho Falls 83402

Michael Barnes 1805 Tiffany Dr. ID 04

Kathleen Hansen 3928 N. Ammon Rd. IF 83401

Bryan Lord 1507 Stanger IF 83404

Judy Lord 1507 Stanger If 83404

John Ler Lord 2046 Henryanna Ave IF. 83404

Jeanne M. Larsen 2979 Escalante Idaho Falls, ID 83404

WILLIAM F. LARSEN 2979 ESCALANTE, IDAHO FALLS, ID 83404

Article IX Distribution on Dissolution

Upon dissolution of Eagle Rock Transport, the Board of Directors shall, after paying or making provision for the payment of all liabilities of Eagle Rock Transport, distribute all the assets of Eagle Rock Transport consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501 C (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of Eagle Rock Transport is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator

The name and street address of the incorporator is Bill Larsen, 2979 Escalante Ave., Idaho Falls, Idaho 83404.

Article XII Bylaws

The Board of Directors of Eagle Rock Transport shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated this 14th day of APRIL, 1998.

Bill Larsen

**Eagle Rock Transport
Board of Directors
as of April 14, 1998**

Michael Baines

1805 Tiffany Dr.
Idaho Falls, ID 83404
528-6666 (H)
524-8143 (W)
Marketing Committee Chair

John Crowley

1359 Crescent Ave.
Idaho Falls, ID 83402
524-5571 (H)
Board Treasurer
Grant Committee Chair

Kathleen Hansen

3925 N. Ammon Rd.
Idaho Falls, ID 83401
524-6187 (H)
523-9667 (W)
Board Secretary
Policy & Procedure Committee Chair

Bill Larsen

2979 Escalante Ave.
Idaho Falls, ID 83404
525-7223 (W)
523-7648 (H)
Board President

Joanne Larsen

2979 Escalante Ave.
Idaho Falls, ID 83404
523-7648 (H)

Brian Lords

1507 Stanger
Idaho Falls, ID 83404
524-5567 (H)
Board Vice President
Infrastructure Committee Chair

J. DeLar Lords

2046 Henryanna Ave.
Idaho Falls, ID 83404
525-8633 (H)

Judy Lords

1507 Stanger
Idaho Falls, ID 83404
524-5567 (H)

Lonna J. Smith

6549 S. 1200 W.
Idaho Falls, ID 83401
529-8526 (W)