

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

KELLOGG RECREATIONAL DEVELOPMENT CORP.

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 \_\_\_\_\_

KELLOGG RECREATIONAL DEVELOPMENT CORP.

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 November 29, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth W. Zerbe*

Corporation Clerk

ARTICLES OF INCORPORATION  
of  
KELLOGG RECREATIONAL DEVELOPMENT CORP.

Mar 25 4 48 PM '39  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, hereby form a non-profit corporation (the "Corporation"), pursuant to Idaho Code, Title 30, Chapter 3, the Idaho Non-profit Corporation Act (the "Act"), and I hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be KELLOGG RECREATIONAL DEVELOPMENT CORP.

ARTICLE II.

Duration. The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III.

Location of Registered Office and Agent. The location of the registered office of this Corporation shall be in Boise, County of Ada, State of Idaho, and the address of the registered office of this Corporation shall be 515 South Sixth Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Richard A. Skinner.

#### ARTICLE IV.

Purposes. The objects and purposes for which this Corporation is formed are exclusively those permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended, and consist of the following:

1. To acquire and hold, develop, improve, subdivide, lease, construct, exchange, mortgage, sell, convey, finance, manage, or otherwise dispose of or deal in, real and personal property in order to further the development of recreational opportunities for the general public in the Kellogg, Idaho vicinity.

2. To borrow or raise money for any of the purposes of the Corporation and in connection therewith to grant collateral or other security, either alone or jointly with any other person, firm, or corporation, and to make and issue promissory notes, drafts, bonds, debentures, and other evidences of indebtedness.

3. In general, to exercise any, all and every right and power now or hereafter granted to non-profit corporations under the laws of the State of Idaho, provided that the powers granted hereunder shall be exercised exclusively for the purposes designated in §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law.

4. The purposes for which this Corporation is formed are purely charitable, and not for pecuniary profit, and all funds and properties of this corporation shall be devoted to such charitable purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

#### ARTICLE V.

##### Declaration of Exempt Status.

1. All of the powers to be exercised by the Corporation shall be exercised exclusively for such purposes and in such a manner that this Corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1986, §501(c)(3), as it currently and shall hereafter be in force and effect.

2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal

Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 in furtherance of the purposes as set forth in Article IV hereof. 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue

Code of 1986, or the corresponding provision of any subsequent federal tax law.

7. Notwithstanding the other provisions of these Articles of Incorporation, in the event that the objects and purposes set forth in Paragraphs 1 and 2 of Article IV are not permitted purposes for organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (a) this corporation shall nevertheless have said objects and purposes and (b) Paragraph 1 of this Article V shall not limit the powers of this corporation or the manner of their exercise.

#### ARTICLE VI.

Membership. The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may be a member of the Corporation by being or becoming a member of the Silver Valley Economic Development Corporation.

No member shall have or acquire a greater interest in this Corporation than any other member, and the voting power and rights of the members of this Corporation shall be equal.

#### ARTICLE VII.

Liability. The officers, directors and/or members of this Corporation shall not be individually liable for the corporation debts or other liabilities of any kind whatsoever. The private property of any member of the Corporation shall not

be subject to the payment of corporate debts to any extent whatsoever, and, if membership certificates are issued, they shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the Corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director or member of the Corporation shall be indemnified by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, director or member (or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE VIII.

Rights Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the municipality which controls access to the site upon which any real estate assets of the Corporation are located or if no such municipality is available and willing to take title to such assets, then to such organization or organizations operated and organized exclusively for charitable, educational, religious or scientific purposes as

shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine. Any of 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.

ARTICLE IX.

Board of Directors. Control and management of the affairs of this Corporation shall be vested in the membership, provided that certain responsibilities and duties of control and management may be delegated to the Board of Directors as specified in the Bylaws. The maximum number of members of the Board of Directors shall be as prescribed by the Bylaws. The number of members of the Board of Directors, constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

NAME

ADDRESS

Jerry Cobb

120 W. Riverside  
Kellogg, Idaho 83837

Ross Stout

414 Maple  
Kellogg, Idaho 83837

Steven Rinaldi

815 W. McKinley Avenue  
Kellogg, Idaho 83837

ARTICLE X.

Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a two-thirds (2/3) vote of the members, represented in person, at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XI.

Amendment of Bylaws. The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws as set forth therein for governance of the Board and for administration and regulation of the affairs of the Corporation, provided that any such Bylaws shall not be inconsistent with these Articles of Incorporation or with the constitution or laws of the State of Idaho or any other governmental entity duly constituted.

ARTICLE XII.

The name and address of the initial incorporator is as follows:

CHARLES W. FAWCETT

515 So. 6th Street  
Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned Incorporator has signed his name hereto the 29th day of November, 1990.

  
CHARLES W. FAWCETT

"Incorporator"

STATE OF IDAHO            )  
                                  : ss.  
County of Ada             )

On this 29th day of November, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLES W. FAWCETT, known to me to be the person whose name appears above, and acknowledged to me that he executed the same.

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

(SEAL)

Debra A. VanPelt  
NOTARY PUBLIC For Idaho  
Residing at Boise, therein.  
My Commission Expires 3/8/94