

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

IDAHO MUSEUM OF HISTORY & TRANSPORTATION, 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 _____

IDAHO MUSEUM OF HISTORY & TRANSPORTATION, INC. _____

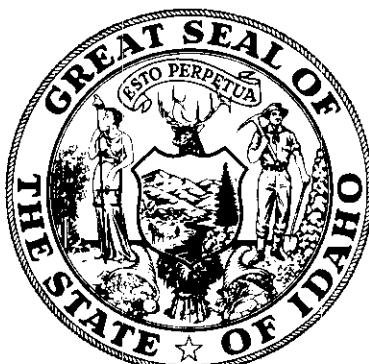
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 July 6, 19 82.

Pete T. Cenarrusa
SECRETARY OF STATE

Debra Simantel
Corporation Clerk



JUL 6 10 02 AM '82
SECRETARY OF STATE
ARTICLES OF INCORPORATION

of

IDAHO MUSEUM OF HISTORY & TRANSPORTATION, INC.
(An Idaho Non-Profit Corporation)

The undersigned, full age persons, all of whom are citizens of the United States, acting as incorporators under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is IDAHO MUSEUM OF HISTORY & TRANSPORTATION, INC.

SECOND: The corporation is a non-profit corporation organized exclusively for charitable, religious, education and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and including any provisions of future United States Internal Laws which may be applicable.

THIRD: The period of its duration is perpetual.

FOURTH: The purpose for which the corporation is organized is:

1. To gather and record the history of the State of Idaho and surrounding areas for the purpose of instruction and training the individual citizen, and to improve, develop and inform the public of the heritage of the area;

2. To obtain, collect, store and display all forms of art, culture and industry, both modern and antique, for the purpose of preserving the same for posterity;

3. To obtain, collect store and display various types, methods and means of transportation;

4. To build and construct a museum for the preservation, storage and display of the above for the benefit of the community and successive generations.

FIFTH: The corporation shall have two classes of membership, the qualifications for which shall be stated in the By-Laws:

A. Active Members shall have five (5) votes on each matter submitted to voting by the members;

B. Associate Members shall have one (1) vote on each matter submitted to voting by the members.

SIXTH: The address of the initial registered office of the corporation is:

Idaho Museum of History & Transportation, Inc.

3521 7th Street Lewiston Idaho 83501
Lewiston, Idaho 83501

and its initial registered agent at such address is PATRICIA KEOUGH.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualify are:

Name:	Address:
ROBERT D. LARRABEE	<u>P.O. Box 169</u> Clarkston, Washington 99403
RENEE L. LARRABEE	<u>P.O. Box 169</u> Clarkston, Washington 99403
R. JACE LARRABEE	<u>P.O. Box 169</u> Clarkston, Washington 99403

In the event the membership does not act to elect successive directors, the existing directors may elect successor directors.

EIGHTH: The names and addresses of each incorporater are:

Name:	Address:
ROBERT D. LARRABEE	<u>P.O. Box 169</u> Clarkston, Washington 99403
RENEE L. LARRABEE	<u>P.O. Box 169</u> Clarkston, Washington 99403
R. JACE LARRABEE	<u>P.O. Box 169</u> Clarkston, Washington 99403

NINTH: 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 in furtherance of the purposes set forth in Article Fourth 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 section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future 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).

TENTH: 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 the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or 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 Board of 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.

IN WITNESS WHEREOF, we have hereunto subscribed our names this
14 day of July, 1982.

Robert D. Larrabee
Renee L. Larrabee
R. Jace Larrabee

STATE OF IDAHO)
: ss
County of Nez Perce)

On this 2 day of July, 1982, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT D. LARRABEE, RENEE L. LARRABEE, and R. JACE LARRABEE, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

William J. Jones
Notary Public in and for the State of Idaho,
residing at Lewiston, therein.