

**FILED EFFECTIVE****ARTICLES OF INCORPORATION OF  
RECYCLE PARTNERS, INC.**

2008 APR 29 AM 11:15

SECRETARY OF STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Non-profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation:

**ARTICLE 1. Name.** The name of the corporation shall be Recycle Partners, Inc.

**ARTICLE 2. Non-Profit Status.** The Corporation is a nonprofit corporation.

**ARTICLE 3. Period Of Duration.** The period of duration of the Corporation is perpetual.

**ARTICLE 4. Initial Registered Office And Agent.** The location of this Corporation is in the City of McCall, County of Valley, State of Idaho. The street address of the initial registered office is 303 Brook Drive, McCall, Idaho 83638, and the name of the initial registered agent at this address is Esther Mulnick. The mailing address for the Corporation is P.O. Box 1795, McCall, Idaho 83638.

**ARTICLE 5. Purposes.** The purposes for which this corporation is organized are as follows:

- (A) To facilitate the establishment and operation of a recycling program in Valley County;
- (B) To promote, encourage and foster recycling in the Valley County, Idaho;
- (C) To undertake charitable, literary, educational or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3); and,
- (D) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value.

Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business of 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 6. Limitations.** No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable

ARTICLES OF INCORPORATION - RECYCLE PARTNERS, INC. - 1

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5 hereof. Notwithstanding any other provisions of these Articles, the corporation 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 7. Non-Stock Corporation.** This corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its Board of Directors or its members.

**ARTICLE 8. Membership.** The Corporation does not have voting members.

**ARTICLE 9. Board Of Directors.** The business of this Association shall be managed by a Board of Directors of not less than three (3) nor more than five (5) Directors. The number, qualification, terms of office, manner of election, powers and duties of such Directors shall be such as may be prescribed by law, by these Articles, by such Bylaws as may from time to time be enforced. The names and addresses of the persons who are to act as the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Esther Mulnick	P.O. Box 1795, McCall, Idaho 83638
Mary Hart	P.O. Box 1795, McCall, Idaho 83638
Susan Bechdel	P.O. Box 1795, McCall, Idaho 83638

**ARTICLE 10. Incorporator.** The name and street address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Esther Mulnick	P.O. Box 1795, McCall, Idaho 83638

**ARTICLE 11. Bylaws.** Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Directors.

**ARTICLE 12. Distribution On Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation 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 the Corporation 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.

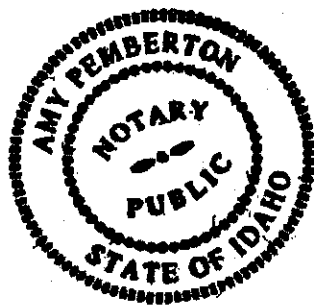
DATED this 29th day of April, 2008.

Esther Mulnick  
ESTHER MULNICK, Incorporator

STATE OF IDAHO,           )  
                                  ) ss  
County of Valley.        )

On this 29th day of April, 2008, before me, Amy Pemberton, a Notary Public in and for said State, personally appeared ESTHER MULNICK known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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



Amy Pemberton  
NOTARY PUBLIC FOR IDAHO  
My Commission Expires: 5/9/2009