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ARTICLES OF INCORPORATION  
OF  
MOSCOW CHAMBER FOUNDATION, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the corporation shall be MOSCOW CHAMBER FOUNDATION,  
INC.

ARTICLE II  
DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III  
NON-PROFIT CORPORATION

This corporation shall be a non-profit corporation.

ARTICLE IV  
PURPOSE

The purposes for which this corporation is formed are as follows:

1. To advance the educational, cultural, social and training of the City of Moscow and Latah County, State of Idaho, through the provision of financial and other resources for the support to the citizens and charitable and governmental organizations of Moscow and Latah County.
2. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations as hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes, either directly or by contribution to organizations that qualify as exempt organizations under 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent

federal tax laws. Notwithstanding any of the other provisions of 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 of 1986.

## ARTICLE V MEMBERSHIP

This corporation shall have one class of members and each member shall be appointed by the Board of Directors and pay the annual dues established by the Board of Directors. Each member shall have one vote and members votes will cast solely for the purpose of electing the Board of Directors.

## ARTICLE VI BOARD OF DIRECTORS

The business of this corporation shall be managed by the Board of Directors, the initial number of which shall be sixteen (16). The number of Board of Directors shall be fixed by the Bylaws and the number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
Jim Boland	1051 Highway 95 N. Moscow, ID 83843
Jerry Schutz	P.O. Box 8923 Moscow, ID 83843
Dahlia Smith	1850 W. Pullman Rd. Moscow, ID 83843
Cindy Adigius	220 E. 5 <sup>th</sup> , Suite 105 Moscow, ID 83843

John Hudson	P.O. Box 8776 Moscow, ID 83843
Tod Kiblen	P.O. Box 8924 Moscow, ID 83843
Kenny Anderson	602 Ridge Road Moscow, ID 83843
Tracy Arvas	513 S. Main Moscow, ID 83843
Shelly Femreite	P.O. Box 8336 Moscow, ID 83843
Candace Haley	700 S. Main Moscow, ID 83843
Joann Mack	P.O. Box 8277 Moscow, ID 83843
John McCabe	P.O. Box 8549 Moscow, ID 83843
Beverly Stroud	420 Rowe Moscow, ID 83843
Jerry Wallace	University of Idaho Moscow, ID 83843-6174
Terry Uravich	1016 Pullman Rd. Moscow, ID 83843
Jon Wheaton	P.O. Box 9031 Moscow, ID 83843

#### ARTICLE VII REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 411 S. Main, Moscow, Idaho, 83843. The registered agent of the corporation shall be Eldonna Gossett whose

business is 411 S. Main Street, Moscow, Idaho, 83843 and whose home address is 428 E. Hinkle, Tekoa, WA 99033.

## ARTICLE VIII INTERNAL AFFAIRS

The provisions for the regulations of internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation are:

a. No Private Benefit. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation or any private individual, (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any other corporate assets on dissolution of the corporation.

b. Legislative and Political Activities. 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 publication or distribution of statement) and political activities on behalf of any candidate for public office.

c. Distribution of Assets Upon Dissolution. Upon the dissolution of the corporation or the winding-up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent laws.

## ARTICLE IX AMENDMENT

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote of the members. The proposed amendment shall be adopted upon receiving at least a majority vote of the members.

## ARTICLE X NON-PROFIT

This corporation is not organized for profit. There shall be no capital stock and membership shall be determined pursuant to the provisions of these Articles. Private property of the Directors or members shall not be liable for the debts of the corporation.

ARTICLE XI  
BYLAWS

The Directors of the corporation shall have the power to adopt Bylaws consistent with the laws of the State of Idaho and these Articles which shall provide and shall designate the manner in which the purpose of the corporation shall be carried out.

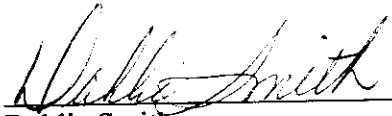
ARTICLE XII  
INCORPORATORS

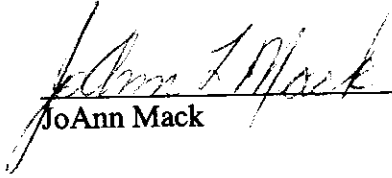
The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Jim Boland	1051 Highway 95 N., Moscow, ID 83843
Dahlia Smith	1850 W. Pullman Rd. Moscow, ID 83843
JoAnn Mack	P.O. Box 8277 Moscow, ID 83843

IN WITNESS WHEREOF, the incorporators hereinabove named have set their hands in duplicate this 12<sup>th</sup> day of June, 1998

  
Jim Boland

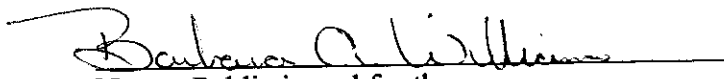
  
Dahlia Smith

  
JoAnn Mack

STATE OF IDAHO                    )  
  ) ss.  
County of Latah                    )

On this 15<sup>th</sup> day of June, 1998, before me, the undersigned, a Notary Public in and for the State, personally appeared Jim Boland, Dahlia Smith, and JoAnn Mack, known to me to be the persons whose names are subscribed to the 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 in this certificate first above written.

  
Notary Public in and for the  
State of Idaho, residing at  
Moscow, therein.  
My Commission expires: 4-08-2002