

FILE & EFFECTIVE

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE

AMERICAN MANUFACTURER NETWORK, INC. IDAHO

The undersigned, acting as incorporators, in order to form a nonprofit corporation under the provisions of Title 30, Chapter 3, of the Idaho Code ("I.C."), and consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), hereby signs and verifies the following Articles of Incorporation.

ARTICLE 1

NAME

The name of the corporation is AMERICAN MANUFACTURER NETWORK, INC.

ARTICLE 2

DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3

PURPOSES

This corporation is formed as a business league within the meaning of Code Section 501(c)(6). The corporation is an association of manufacturers located in rural communities and the purpose of the corporation is to promote the common business interests of all such manufacturers and not to engage in a regular business of a kind ordinarily carried on for profit. Activities of the corporation are directed to the improvement of business conditions of one or more lines of business that the manufacturers are engaged in and not the performance of particular services for individual persons. More specifically, the corporation is formed for the following purposes:

1. To stimulate the economic growth in rural communities by matching manufacturing capabilities to opportunities available through government and commercial contracting and by increasing manufacturer capacity to respond to market opportunities.
2. To improve the economic opportunities and business conditions of rural manufacturers.

ARTICLES OF INCORPORATION OF

AMERICAN MANUFACTURER NETWORK, INC. -- Page 1 of 10

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3. To provide resources for improving manufacturers leadership, management, and operations.
4. To support business development.
5. To improve employment opportunities.
6. To engage in any other activities for which a nonprofit corporation may be organized under the Idaho Nonprofit Corporation Act which fosters the common good and general welfare of manufacturers in rural communities and qualifies as an organization exempt from tax under Code Section 501(c)(6).
7. To do all things permitted by I.C. § 30-3-24.
8. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation consistent with the Idaho Nonprofit Corporation Act and Code Section 501(c)(6), as the same may be amended from time to time.

Notwithstanding any other provision of these Articles, the corporation is organized as an exempt organization under Code Section 501(c)(6) qualifying as a business league to further the common good and general welfare of manufacturers in rural communities. 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)(6) of the Code, or corresponding sections of any future federal tax code.

ARTICLE 4

DISTRIBUTION ON DISSOLUTION

Upon dissolution, the officers of the corporation shall proceed to wind up the affairs of the corporation, realize upon its assets, and pay its debts, and any remaining assets shall be distributed by the board of directors for similar or identical uses and purposes for which the corporation is organized to any other organization that would then qualify for exemption under the provisions of Code Section 501(c)(6), or corresponding sections of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 5

PRINCIPAL OFFICE

The city and county in which the corporation's office is to be located are: Lewiston, Nez Perce County, Idaho. The mailing address of the corporation shall be 1626 6th Avenue North, Lewiston, Idaho 83501.

ARTICLE 6

INCOME AND DISTRIBUTION

The corporation is one which does not contemplate pecuniary gain nor profit to the members, directors or officers thereof, is organized for nonprofit purposes, and no part of any net earnings or earned surplus thereof shall inure to the benefit of any member, director, officer or other private person. No member, director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs.

ARTICLE 7

MEMBERSHIP

The corporation shall have members. Qualification for membership in the corporation shall be set out in the corporation's bylaws.

ARTICLE 8

CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE 9

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and the initial registered agent of the corporation at such address shall be:

Registered Office: 1626 6th Avenue North
Lewiston, Idaho 83501

Registered Agent: John Currin

ARTICLE 10

MANAGEMENT

The management of the corporation shall be vested in a board of directors. The number of directors shall not be less than three (3), and the number of directors, qualifications, terms of office, manner of election and removal, time and place of meetings, and powers and duties of the directors shall be such as are prescribed by the bylaws of the corporation.

ARTICLE 11

LIMITATION OF DIRECTOR'S LIABILITY

A director shall have no liability to the corporation for monetary damage for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the director shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of which such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal for modification.

ARTICLE 12

INDEMNIFICATION OF DIRECTORS AND OFFICERS

12.1 Right to Indemnification. Each person who was, or is threatened to be a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis for such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or

agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA, excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who shall cease to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 12.2 of this Article with respect to proceedings seeking only to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with the proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 12.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 12.1 or otherwise.

12.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 12.1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at anytime thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Either the failure of the corporation (including its board of directors or independent legal counsel) to have a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including the board of directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action to create a presumption that the claimant is not so entitled.

12.3 Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under

any statute, provisions of these Articles of Incorporation, bylaws, agreement, or vote of disinterested directors or otherwise.

12.4 Insurance Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or other corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under I.C. § 30-3-88 of the Idaho Nonprofit Corporation Act and I.C. § 30-3-88 of the Idaho Business Corporation Act, or any successor provision(s). The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust, fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

12.5 Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE 13

BYLAWS

The authority to make bylaws for the corporation is hereby vested in the board of directors.

ARTICLE 14

AMENDMENT

The corporation reserves the right provided in I.C. § 30-3-90 to amend these Articles of Incorporation to add or change a provision that is required or permitted in the Articles of Incorporation of an Idaho nonprofit corporation that is exempt from federal income tax under Section 501(c)(6) of the Code, or corresponding sections of any future tax code, or to delete any provision that is not required in the Articles of Incorporation. Whether a provision is required or permitted in the Articles of Incorporation shall be determined as of the effective date of the amendment.

ARTICLE 15

INITIAL DIRECTORS

The initial directors of this corporation, who shall hold office until the first annual meeting of the directors of the corporation and until their successors are elected and qualified, shall be nine (9) in number and are as follows:

<u>Names</u>	<u>Addresses</u>
Kim Geist	P. O. Box 757 Clarkston, WA 99403
Barry Ramsay	1293 E. Freeze Road Potlatch, ID 83855
Dave Bonfield	919 1 st Street Asotin, WA 99403
Steve Barela	P. O. Box 641 Grangeville, ID 83530
Doug Mattoon	1111 21 st Avenue Clarkston, WA 99403
John Currin	1930 Powers Drive Lewiston, ID 83501
Christine Frei	183 Selway Court Lewiston, ID 83501
Joe Harris	3502 Old Moscow Road Pullman, WA 99164
Gene Merrell	2090 N. Polk Ext. Moscow, ID 83843

ARTICLE 16

INCORPORATORS

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

<u>Names</u>	<u>Addresses</u>
Kim Geist	P. O. Box 757 Clarkston, WA 99403
Barry Ramsay	1293 E. Freeze Road Potlatch, ID 83855
Dave Bonfield	919 1 st Street Asotin, WA 99403
Steve Barela	P. O. Box 641 Grangeville, ID 83530
Doug Mattoon	1111 21 st Avenue Clarkston, WA 99403
John Currin	1930 Powers Drive Lewiston, ID 83501
Christine Frei	183 Selway Court Lewiston, ID 83501
Joe Harris	3502 Old Moscow Road Pullman, WA 99164
Gene Merrell	2090 N. Polk Ext. Moscow, ID 83843

IN WITNESS WHEREOF, we, the aforementioned incorporators, have hereunto set our respective hands and seals this 22 day of December, 2010.


KIM GEIST

Barry Ramsay

BARRY RAMSAY

Dave Bonfield

DAVE BONFIELD

Steve Barla

STEVE BARLA

Doug Mattoon

DOUG MATTOON

John C. Currin

JOHN CURRIN

Christine Frei

CHRISTINE FREI

Joe Harris

JOE HARRIS

Gene Merrell


GENE MERRELL

CONSENT OF REGISTERED AGENT

I, JOHN CURRIN, hereby consent to serve as Registered Agent, in the state of Idaho, for the following nonprofit corporation, AMERICAN MANUFACTURER NETWORK, INC.:

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Idaho Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Date: 22 DEC 2010


JOHN CURRIN / Incorporator
1626 6th Avenue North
Lewiston, Idaho 83501