

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION

OF

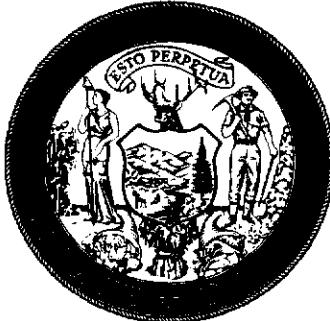
THE TWELVE ORIGINAL PALOUSE PARACHUTE
CLUB MEMBERS INCORPORATED

File Number C 109014

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 THE TWELVE ORIGINAL PALOUSE PARACHUTE CLUB MEMBERS INCORPORATED 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: January 12, 1995



Pete T. Cenarrusa

SECRETARY OF STATE

By *Oma Sible*

**ARTICLES OF INCORPORATION
OF
THE TWELVE ORIGINAL PALOUSE PARACHUTE CLUB MEMBERS
INCORPORATED**

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

ARTICLE I. NAME

The name of the Corporation is The Twelve Original Palouse Parachute Club Members Incorporated.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

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ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office is 907 E. Sixth Street, Moscow, Idaho 83843, and the name of the initial registered agent at this address is Joel E. Anderson.

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ARTICLE V. PURPOSES

The objects, purposes and general nature of the business in which this corporation shall engage are as follows:

1. To provide an organization to encourage and develop interest in all aspects of flying.
2. To foster the art and sport of flight and to provide meeting facilities for members and their guests for the accomplishment of this objective to both members and non-members.
3. To purchase, contract for, or otherwise acquire in any manner, own, operate, and to sell, lease, rent, mortgage, pledge, and otherwise dispose of, or encumber any and all classes of property whatsoever, whether real, personal, or mixed, or any interest therein.
4. In general, to do and perform such acts and things, and transact such business in connection with the foregoing objects not inconsistent with the law as may be necessary and required to further the objectives of the corporation.

The designation of any object or purpose herein shall not be construed to be a limitation, or qualification, or in any manner to limit or restrict the purposes or objects of the corporation.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit, 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 V 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.

ARTICLE VII. MEMBERS

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.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of ~~not less than two(2) nor more than~~ three(3) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sean Collins	611 N. Adams, Moscow, Idaho 83843
Joel Anderson	907 E 6th St., Moscow, Idaho 83843

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. 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 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 principle office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Joel Anderson, 907 E. Sixth St., Moscow, Idaho 83843.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Idaho, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

THIS DATE OF: January 9, 1995

State of Idaho

County of Latah

In WITNESS WHEREOF, We have set our hands and seals this 9th day of January, 1995.



Joel Anderson, Incorporator

State of IDAHO)

) ss.

County of Latah)

On this 9th day of January, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared Joel Anderson known to me to be the persons whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is a citizen of the United States and over the age of eighteen years.

In witness Whereof, I have hereunto set my hand and affixed my notorial seal the day and year in this certificate first above written.



Verlene Coleman
Notary Public for the exp. 5/28/97
State of Idaho
Residing at Troy, Idaho