

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### **CLEARWATER IMPROVEMENT, INC.**

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **April**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

**Orofino**

in the County of

**Clearwater**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **April**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
CLEARWATER IMPROVEMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one years, or more, and being all citizens of the United States of America, and residents thereof and residents of the State of Idaho, do voluntarily associate ourselves for the purpose of forming a corporation in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, and do hereby adopt Articles of Incorporation as follows:

ARTICLE I.

NAME

The name of this corporation shall be Clearwater Improvement, Inc.

ARTICLE II.

LOCATION AND POST OFFICE ADDRESS

The location and post office address of the registered office of this corporation in the State of Idaho is Orofino, Idaho.

ARTICLE III.

TERM

The term of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV.

PURPOSES

The purposes for which this corporation are formed are:

1. To engage in promotion and development of real estate for parking lots, industries both commercial and agricultural, and other types of businesses in the Clearwater Valley in the vicinity of Orofino, Idaho.

2. to buy, sell, lease and exchange, or otherwise deal in land and realty and all manner of personal property in connection with the business.

3. To acquire, hold, operate any manner of parking facilities, eating and lodging facilities, recreation centers, merchandising units for any manner of merchandise or handicraft, to buy, sell, deal and exchange the same and any related products.

4. To produce any article of merchandise, process the same, solicit advertising, produce publications and gather information and edit and sell the same, and engage in the manufacture of handicraft and other articles of merchandise or equipment, and to sell, distribute the same.

5. To borrow money in the name of the corporation, issue notes, bonds or other evidence of indebtedness and to secure the payment of the same by mortgages, trust deeds, pledges or other assignments, or other means of security. To purchase, own, hold, sell, hypothecate or exchange stock or bonds of other corporations and enter into agreements with other individuals and corporations in the name of the corporation, to make any deeds, bonds, notes, mortgages or conveyances, or other instruments in writing, as may be necessary or requisite for the transaction of such business and to employ such personnel as may be necessary for the furtherance of corporate business and to obtain such licenses for, and to carry on and promote any other business whatsoever as may seem to the officers of this corporation advisable, and may do any act or thing not prohibited by law.

ARTICLE V.

CAPITAL STOCK

The total authorized number and par value shares of stock shall be 10,000 of a total value of \$10,000.00, each share shall be \$1.00 par value. Each share shall have but one vote. Such shares shall be considered common stock and there shall be no preferred stock.

ARTICLE VI.

NAMES AND ADDRESSES OF INCORPORATORS

The name and post office address of each of the incorporators and the number of shares of stock subscribed are as follows:

Rod Newland	Box 712, Orofino, Idaho	9,998 shares
Ray McNichols	Box 786, Orofino, Idaho	1 share
Samuel F. Swayne	Box 786, Orofino, Idaho	1 share

ARTICLE VII.

DIRECTORS

This corporation shall have three directors who shall at all times be citizens of the United States of America, and the names and residences of the directors who shall manage the business of this corporation until the first meeting of the corporation shall be Rod Newland, Orofino, Idaho; Ray McNichols, Orofino, Idaho; and Samuel F. Swayne, Orofino, Idaho.

ARTICLE VIII.

BY LAWS

This corporation shall be governed by a duly adopted code of by laws which by laws shall not be inconsistent with the provisions of the Articles of Incorporation nor inconsistent with the laws of the State of Idaho. A meeting of the corporation shall

be held and the said by laws shall be adopted in accordance with the provisions of the laws of the State of Idaho for the issuance by the Secretary of State of the said State of Idaho of the certificate of corporation.

ARTICLE IX.

## AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the stockholders at any regular or special meeting called for that purpose by a majority of the Board of Directors after thirty days notice to all holders of stock, which notice shall be in conformance with the statutes of the laws of Idaho made and provided.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby set our hands and seals this 17 day of April, 1963.

Rod Newland

Ray McNichols

Samuel F. Swaine

STATE OF IDAHO                   )  
County of Clearwater         ) ss.

On this 17th day of April, in the year 1963, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Rod Newland, Ray McNichols and Samuel F. Swayne, 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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

*John D. McArthur*  
Notary Public  
In and for the State of Idaho.  
Residing at Orofino, Idaho.