

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NORTH IDAHO BIKEWAYS, INC.

File number C 113488

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 NORTH IDAHO BIKEWAYS, INC. 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 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Mr. Seikel

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

of

NORTH IDAHO BIKEWAYS, INC. A Nonprofit Organization

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

Article I Name

The Name of the Corporation is NORTH IDAHO BIKEWAYS, INC.

Article II Nonprofit Status

The Corporation is a nonprofit corporation.

Article III Period of Duration

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent

The location of the Corporation is the city of Sandpoint, county of Bonner, and in the state of Idaho. The address of the initial registered office is Suite 190, 206 North Fourth Avenue, Sandpoint, Idaho, and the name of the initial registered agent at this address is Robert Carlson.

Article V Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

A) Any lawful business.

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B) Nonprofit 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 under such Section 501(c)(3).

C) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for 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 VI Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, 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 for 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. 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 VII Members

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

Article VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The

number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the corporation 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>
1) Robert Carlson	Suite 190, 206 North Fourth Avenue Sandpoint, Idaho 83864
2) Tom Suttmeier	1600 Lakeshore Drive Sagle, Idaho 83860
3) Mary Robinson	235 Talache Road Sagle, Idaho 83860

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 and 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 to 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 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.

Article XI Incorporator

The name and street address of the incorporator is Robert Carlson, Suite 190, 206 North Fourth Avenue, Sandpoint, Idaho 83864.

Article XII Bylaws

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

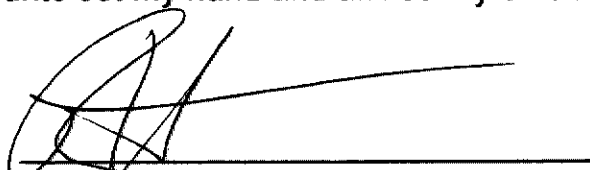
DATED this 29 day of June, 1995.



STATE OF IDAHO)
)
County of Bonner) ss.

On this 29 day of June, 1995 before me a Notary Public in and for said state, personally appeared Robert Carlson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that (he/she) executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.



Notary Public, State of Idaho
Residing at Sandpoint
My commission expires 3/10/99