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## ARTICLES OF INCORPORATION

We, the undersigned, do hereby form and incorporate a non-profit cooperative association, subject to the laws of Idaho, and on the following terms and conditions:

### I.

The name of the association is Donnelly Area Chamber of Commerce, Inc.

### II.

The purposes of the association are to promote the economic health, development and livability of the City of Donnelly, its surrounding area and its trade territory, and to render general civic service.

### III.

The association has the right to endure perpetually.

### IV.

The office of the association is located in the city of Donnelly, and its mailing address is: Donnelly Chamber of Commerce, Inc. Box 83, Donnelly, Idaho 83615.

### V.

The corporation will have members. Any person, corporation, association, or co-partnership engaged in business, trade or the practice of a profession in Donnelly or its trade area is eligible for membership in the association. Admission to membership is by resolution of the membership, and under regulations such as the By-laws may prescribe.

### VI.

The rights and interests of all members in the association are equal, and no member can have or acquire a greater interest therein than any member. The association will not issue stock, but will issue non-assignable membership certificates, renewable annually, to each member.

### VII.

The affairs of the association are managed by a board of six directors, who must be members of the association, who are elected by ballot, for a term of one year, by the majority of the general membership and each of whom serves until his or her successor is elected and qualified.

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VIII.

The membership elects a President, Vice-President and Secretary-Treasurer.

IX.

By-laws consistent with these articles and the laws of Idaho may be adopted or amended at any regular meeting of the association, or at any special meeting called for that purpose, by the affirmative vote of two-thirds of the members present, so long as a quorum is present.

X.

If for any reason the corporation is dissolved, any remaining assets will be distributed to The Long Valley Preservation Society (50%) and the Donnelly Fire Department Burn Out Fund (50%) (not inconsistent with the law).

XI.

The registered agent for the corporation is Kathy Riley, who may be located at 270 N. Main, Donnelly, Idaho during business hours.

XII.

Board Members

Title

Address

Kathy Riley	President	270 N. Main Donnelly
Ann DeLoe	Board Member	51 E. 2nd St. Donnelly
Lewie	Board Member	Box 657 Donnelly ID
Ray Mitty	Vice President	POB 457 DONNELLY ID
Kathy Fritschle	Act. Treasurer	Box 97 Donnelly ID
Susan Fritschle	Board Member	Box 878 Donnelly, ID

XIII.

Incorporator

Address

Kathy & Riley 270 N. MAIN - PO Box 521 Donnelly ID 83615

Aut Dito 51 E Lake Fork Rd Lake Fork, OR 97630

F.W. Elds Box 657 Donnelly Id

 POB 457 DONNELLY ID.

Kathy Sue Fritschle Box 97 Donnelly IDA 83615

Susan Fritschle Box 878 Donnelly, Id 83615

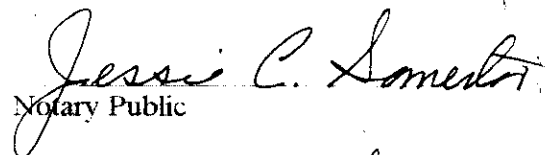
State of Idaho, )

) ss.

County of Valley )

On this 13<sup>th</sup> day of NOVEMBER 1998, before me, a notary public in and for said State, personally appeared Kathy Riley, ALETA GILBERT, F.W. Eld,  
Philip J. Morton, KATHY SUE FRITSCHLE, SUSAN FRITSCHLE

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they have executed the same.

  
Notary Public

Residing at Donnelly

Comm. Exp. 11-18-2000