



CERTIFICATE OF INCORPORATION
OF

CARIBOU COUNTY DEVELOPMENT CORPORATION

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 _____

CARIBOU COUNTY DEVELOPMENT CORPORATION

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 September 2, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CARIBOU COUNTY DEVELOPMENT CORPORATION

SEP 2 11 32 AM '86
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CARIBOU COUNTY DEVELOPMENT CORPORATION.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is a nonprofit corporation.

FOURTH: This corporation is organized exclusively for the following purposes:

(a) To foster economic development in Caribou County, Idaho, and to receive, administer and expend funds for such purpose.

(b) To engage in any nonprofit activity that may be lawfully undertaken by a corporation organized under Idaho Code, Section 30-301, et seq.

(c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation, and to do such acts and things and exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

FIFTH: In lieu of capital stock, the corporation shall issue membership certificates to representatives from public and private sectors of Caribou County in such numbers and proportions as prescribed in the By-Laws.

SIXTH: No dividends shall be paid and no part of the income shall be distributed to members, directors or officers of the corporation. The corporation may compensate or reimburse its members, directors, officers or employees for reasonable expenditures.

This corporation shall use its funds only for the purposes stated in these Articles, and no part of the funds shall inure to the personal benefit of or be distributed to the members of the corporation or directors, except compensation, expense reimbursement or salaries to officers and employees.

In the event this corporation should be dissolved, the net assets remaining shall be distributed to one or more qualified charitable, educational, scientific or public entity; providing that said entity meets the rules and regulations of the Internal Revenue Service for the United States, and selection thereof shall be by the Board of Directors of the corporation.

SEVENTH: The members of the corporation shall not be personally liable for liabilities or obligations of the corporation.

EIGHTH: These Articles may be amended by two-thirds (2/3) majority vote of the membership at any annual meeting or any special meeting appropriately called for such purpose.

NINTH: The name, location and post office address of the registered agent of the corporation in the State of Idaho is:

Roy Rainey
Caribou County Development Corporation
9 West 2nd South
Soda Springs, ID 83726

TENTH: The name and post office address of the incorporator of the corporation is:

Roy G. Rainey
9 West 2nd South
Soda Springs, ID 83276

ELEVENTH: The names and post office addresses of each of the first board of directors are as follows:

PUBLIC SECTOR:

City of Soda Springs

Edie Tracy
9 West 2nd South
Soda Springs, Idaho 83276

County of Caribou

Dennis Frandsen
112 South Main
Bancroft, ID 83217

PRIVATE SECTOR:

City of Soda Springs

Grant Roper

Security State Bank

98 W. 2nd S.

Soda Springs, ID 83276

County of Caribou

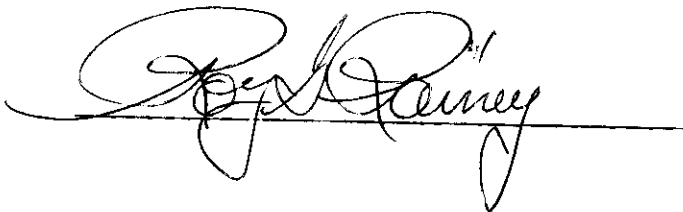
Ruby Miles

P. O. Box 215

Grace, ID 83241

TWELFTH: The method and manner of holding directors meetings and other corporate meetings, the authority and duties of each of the officers of the corporation and directors, and all other matters for management or control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho, and shall not be inconsistent with the Articles of Incorporation as set forth herein.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 21st day of August, 1986.

A handwritten signature in cursive script, appearing to read "Grant Roper", is written over a horizontal line.