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ARTICLES OF INCORPORATION
OF
SHARED COUNCIL INC.

(Spud Hill Area Resource and Economic Development Council)
STATE OF IDAHO

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

Article I: Name

The name of the Corporation is SHARED COUNCIL, 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 in the City of Deary, County of Latah, State of Idaho, and the initial Mailing Address is PO Box 203, Deary, ID 83823; the initial registered address of the corporation is 105 2nd Avenue, Deary, ID 83823, and the name of the initial registered agent at this address is Margetta Foster.

Article V: Purposes

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

A. To promote and facilitate activities, programs, works and facilities designed or intended to prevent community deterioration, lessen the burden of local government, provide health and other human services, and promote education, general welfare, health and human rights in relation to the community of Deary, Idaho, and the surrounding area thereof (as such constitute charitable, religious, educational, or scientific activity within

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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)), and/or other qualified exempt organizations under provisions of the IRC.

B. To exercise all lawful and statutory powers granted by law and the Act consistent with IRC Section 501(c)(3), which are necessary and proper to carry out the foregoing purposes; including, but not limited to, the power to accept donations of, and hold, own, and manage 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, 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 voting members who shall have such rights as are provided in the Act and defined by the bylaws of the Corporation that 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 number of Directors serving on the Board of Directors shall be 7 (seven); any increase in this number shall be fixed in accordance with the Corporation's Bylaws. The Corporation shall not have less than 7 (seven) Directors. Other than the Directors constituting the initial Board of Directors, who are designated by these Articles, the Directors shall be

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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>
Nancy Hoobler	809 Division Street, Deary, ID 83823
Doris Hansen	200 Wyoming Street, Deary, ID 83823
Russell L. Foster	105 2nd Avenue, Deary, ID 83823
Margetta Foster	105 2nd Avenue, Deary, ID 83823
Marilyn Osterberg	1240 Anderson Rd., Troy, ID 83871
Eldora ("Mickie") Duross	803 1st Avenue, Deary, ID 83823
Bradly Schenck	1010 DesJardin Rd., Deary, ID 83823

Article IX: Membership

Membership dues may be charged to all members or classes of membership in equal amounts or in different amount 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 amounts of membership dues from time to time, 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, or such other qualified exempt organization under the provisions of the IRC, in such manner as the Board of Directors may determine.

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Article XI: Incorporators

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Margarette M. Cox	PO Box 86, Deary, ID 83823 (1300 S. Avon Road, Deary, ID 83823)
Paul Stan Cox	PO Box 86, Deary, ID 83823 (1300 S. Avon Road, Deary, ID 83823)
Raymond Ireland	PO Box 243, Deary, ID 83823 (215 Wyoming Street, Deary, ID 83823)
Nancy Hoobler	809 Division Street, Deary, ID 83823
David Caffrey	PO Box 103, Deary, ID 83823 (514 Oregon Street, Deary, ID 83823)
Russell P. Foster	PO Box 266, Deary, ID 83823 (105 Second Avenue, Deary, ID 83823)
Doris J. Hansen	200 Wyoming Street, Deary, ID 83823
Margetta C. Foster	PO Box 266, Deary, ID 83823 (105 Second Avenue, Deary, ID 83823)

Article XII: Bylaws

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors, consistent with the provisions of the Act.

DATED this 26th day of April, 2004.

Incorporators

Margarette M. Cox
Signature

Pam Stan Cox
Signature

Raymond Dillard
Signature

Nancy Hoobler
Signature

Del Coffey
Signature

Marzella C. Foster
Signature

Marie J. Kline
Signature

Russell P. Foster
Signature

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