

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MAINSTREAM FORUM, INC.

File number C 117883

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 MAINSTREAM FORUM, 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 15, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hattley*

**ARTICLES OF INCORPORATION
OF
MAINSTREAM FORUM, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I.

The name of this corporation is MAINSTREAM FORUM, INC.

ARTICLE II.

This is a non-profit corporation without members.

ARTICLE III.

This corporation shall have perpetual duration.

ARTICLE IV.

The purposes and objectives for which this corporation is formed are the following:

1. To promote a greater understanding and depth of knowledge among North Idaho residents on current issues of public policy.
2. To serve as a resource center for research on public policy issues of significance to North Idaho and the Northern Rockies region.
3. To assist in facilitating public discussion on such issues through public meetings, workshops, organizational gatherings and other available formats for discourse.
4. To disseminate information accumulated through such research, discussion and debate to interested individuals and groups.
5. To co-operate with other organizations as the board of directors from time to time, may agree upon for the furtherance of the objectives and purposes of this Association.
6. To do any other lawful activity necessary to carry out the purposes of the corporation.

ARTICLE V.

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors.

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2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, delay in choices of action, and engage in any enterprises connected to the purposes herein established in any lawful way, so long as the same are of a non-profit nature.

4. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.

5. To join or merge with any other group, firm, association, or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

ARTICLE VI.

This is not a membership corporation. The manner of selecting directors and conducting the business of the corporation shall be established by the By-laws.

ARTICLE VII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall have the power to make reimbursement for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VIII.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

The location and post office of the registered office of the corporation is c/o Mary Lou Reed, South 103 Fourth Street, Coeur d'Alene, Idaho 83814. Mary Lou Reed is resident agent. The incorporator is Scott W. Reed, 401 Front Street, Coeur d'Alene, Idaho 83814.

ARTICLE X.

The number of directors of this corporation shall not be less than three nor more than ten.

The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mary Lou Reed	103 S. Fourth Street Coeur d'Alene, Idaho 83814
Scott W. Reed	401 Front Street Coeur d'Alene, Idaho 83814
Katherine Canfield Davis	615 West Lakeshore Drive Coeur d'Alene, Idaho 83814
Dennis M. Davis	608 Northwest Blvd. Coeur d'Alene, Idaho 83814
Sue Flammia	317 Wallace Avenue Coeur d'Alene, Idaho 83814


Dated this 13th day of January, 1997



Scott W. Reed, Attorney at Law

STATE OF IDAHO)
)ss.
County of Kootenai)

I, Kathy Beechler, a Notary Public, do hereby certify that on this 13th day of January, 1997, personally appeared before me SCOTT W. REED, who, being by me first duly sworn, declared that he is the Incorporator of MAINSTREAM FORUM, INC., that he signed the foregoing document as Incorporator of the corporation and that the statements therein contained are true.



NOTARY PUBLIC in and for the State of Idaho
Residing at Coeur d'Alene
My Commission Expires 9/1/99