

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NAMPA I-80 CONTROL C.B. CLUB, INC.

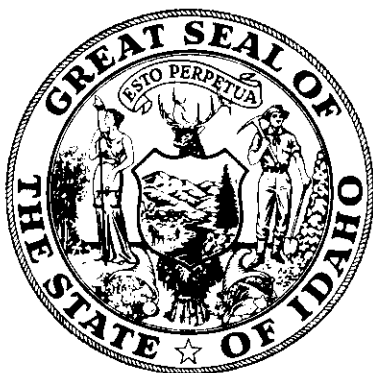
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

NAMPA I-80 CONTROL C.B. CLUB, 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 April 30, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel E. Artach

Corporation Clerk

ARTICLES OF INCORPORATION

APR 30 9 29 AM '80

SECRETARY OF STATE

NAMPA I-80 CONTROL C.B. CLUB, INC.

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation for the purposes hereinafter stated, pursuant to Title 30-117A of the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is Nampa I-80 Control C.B. Club.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The location and post office address of the registered

office of the corporation is ~~P. O. Box 1092, Nampa, Idaho 83651.~~

REGISTERED AGENT:
MRS. MARIETTA COWAN

Rt. #1 Box 153, STAR, Idaho 83669

ARTICLE IV

The corporation is authorized to issue membership to interested and qualified persons. The corporation will have one class of membership, with one membership certificate to each member. Each member shall be entitled to one (1) vote. Membership certificates shall confer no right to participation in any net earnings of the corporation or the right to any dividends.

ARTICLE V

The corporation does not contemplate any pecuniary gain or profit to the members thereof, and the specific purpose for which this corporation is formed are exclusively:

A. Charitable, literary, educational and scientific purposes, within the meaning of Section 501 (C)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Code).

B. To promote efficient legal use of C.B. radio equipment as an aid to the truckers and motorists in times of emergency or other distress.

C. To do any lawful acts or things reasonably necessary or desirable for carrying out the corporation.

D. Said corporation is organized exclusively for charitable, educational and scientific purposes, including such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501 (C)(3) of the Internal Revenue Code of 1954 (or the corresponding of any future United States Internal Revenue Code).

ARTICLE VI

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the

debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or scientific purposes, and which has established a tax exempt status under Section 501 (C)(3) of the Internal Revenue Code of 1954. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization, association, trust or other organization to be devoted to such similar purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by a decree of the Court of the County in which this Corporation's principal office is located, upon petition by the Attorney General or by any person concerned in liquidation.

ARTICLE VII

The corporation shall have the power to accomplish any of the above specified purposes, and shall specifically have the following powers:

A. To accomplish the purposes herein set forth to the same extent and as fully as a natural person might or could do in the State of Idaho, or in any other state, country or place.

B. In general, but in connection with the foregoing, said corporation shall have and exercise all of the powers conferred by the laws of the State of Idaho, upon corporations not for profit. 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 1954 (or the corresponding provisions of any future United States Internal Revenue Code).

C. To do each and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or which shall at benefit of this corporation.

ARTICLES VIII

This corporation shall be administered by a Board of Directors:

A. Board of Directors shall consist of five (5) members:

<u>NAME</u>	<u>ADDRESS</u>
William Cowan	Route 1, Box 153, Star, Idaho 83669
Marietta Cowan	Route 1, Box 153, Star, Idaho 83669
Charles Houck	415 N. Benewah, Nampa, Idaho 83651
Marilyn Houck	415 N. Benewah, Nampa, Idaho 83651
Richard Eastland	Route 1, Box 1404, Nampa, Idaho 83651

B. No member may hold more than one (1) membership certificate and each member shall have one (1) vote.

C. A meeting of the Board of Directors shall be held annually for the purpose of electing officers, organizing the Board and transacting other business, notice of which shall be given

ten (10) days in advance. Said meeting shall be held as soon as reasonably possible, following the annual election by the shareholder.

D. Regular meetings of Board of Directors shall be held at least once a year, notice of which shall be given in advance to the Directors.

E. A quorum of the Board of Directors shall be three (3) members.

F. Special meetings of the Board of Directors may be called by the Chairman of the Board upon request upon notice to the members of the Board.

G. Members of the Board of Directors have the right to waive notice of their respective meetings.

ARTICLES IX

The names and post office address of the incorporators and first Board of Directors of this corporation, each of whom is of full age and a citizen of the United States of America, and the number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>MEMBERSHIP CERTIFICATE</u>
William Cowan	Route 1, Box 153 Star, Idaho 83669	1
Marietta Cowan	Route 1, Box 153 Star, Idaho 83669	1
Charles Houck	415 N. Benewah Nampa, Idaho 83651	1
Marilyn Houck	415 N. Benewah Nampa, Idaho 83651	1

Richard Eastland

Route 1, Box 1404
Nampa, Idaho 83651

1

ARTICLE X

The Directors of this corporation shall be equal shareholders.

IN WITNESS WHEREOF, We the undersigned constituting the incorporators of this corporation do execute these Articles of Incorporation this 4th day of ^{March} ~~February~~, 1980.

William D. Cowan
William Cowan

Marietta Cowan
Marietta Cowan

Charles Houck
Charles Houck

Marilyn Houck
Marilyn Houck

Richard Eastland
Richard Eastland

STATE OF IDAHO)
)
COUNTY OF CANYON) ss.

On this 4th day of ^{March} ~~February~~, 1980, before me the undersigned, a Notary Public in and for said state, personally appeared WILLIAM COWAN, MARIETTA COWAN, CHARLES HOUCK, MARILYN HOUCK and RICHARD EASTLAND known to me to be the persons whose names are subscribed to the within instrument, and acknowledges to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

Marjorie J. Schmidt
Notary Public for Idaho
Residing at Nampa, Idaho

MARJORIE J. SCHMIDT
Notary Commission expires July 13, 1982
Nampa, Idaho Canyon County