



CERTIFICATE OF INCORPORATION
OF

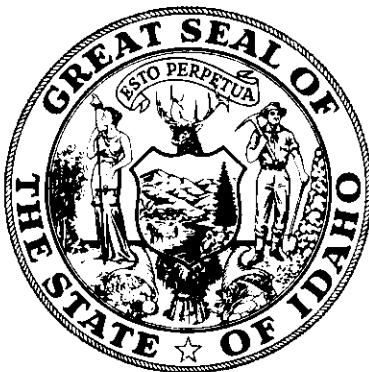
SIP 'N' DIP, INC.

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 SIP 'N' DIP, 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 16, 19 84.



SECRETARY OF STATE

Corporation Clerk

JAN 18 10 41 AM '84
ARTICLES OF INCORPORATION OF

SIP 'N' DIP, INC.

KNOW ALL BY THESE PRESENTS:

That we, the undersigned, being all of lawful age, citizens of the United States of America, do, under and in pursuance of the general corporation laws of the State of Idaho, and particularly Section 30-301, et seq., Idaho Code, hereby organize, constitute and associate ourselves and such other persons as may hereafter become associated with us, for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and we do hereby adopt and certify the following ARTICLES OF INCORPORATION, and we hereby set forth and declare as follows:

ARTICLE I.

That the name of this corporation shall be SIP 'N' DIP, INC.

ARTICLE II.

That the location and post office address of the registered office in the State of Idaho for the transaction of business of this corporation shall be 110 Ash Street, Genesee, Idaho 83832, and the name of the registered agent at such address is Richard G. Zenner.

ARTICLE III.

That the duration and term of the existence of this corporation shall be perpetual.

ARTICLE IV.

That in furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, this corporation shall have the following objectives, purposes and powers:

(A) To promote the social, fraternal and athletic welfare and association of its members; to provide facilities for the promotion of the social,

1 fraternal and athletic welfare and betterment of its members; to provide a
2 center for the general promotion of the social, fraternal and athletic advance-
3 ment and entertainment of its members.

4 (B) To procure, accept and administer funds, donations and/or loans
5 from any source for the above purposes; provided that the private property of
6 the officers, directors and stockholders of the corporation shall be exempt
7 from the debts of the corporation, and no officer, director or stockholder
8 shall be jointly or severally liable or responsible for any debts or liability of
9 the corporation on account of such status or conduct incidental to or required
10 by such office, role or status.

12 (C) To generally engage in, do and perform, any enterprise, act, or
13 vocation that a natural person might or could do or perform; so long as in
14 conformance with the other purposes herein enumerated.

16 (D) To engage in the business of buying, acquiring, giving, owning,
17 leasing, transferring, encumbering, and generally dealing in real and
18 personal property so long as in conformance with the other purposes herein
19 enumerated.

20 (E) To borrow money for the use of said corporation and to issue
21 securities therefor and to pledge, mortgage, hypothecate and otherwise
22 dispose of the real, personal and intangible property of the corporation as
23 security therefor.

25 This corporation shall never carry on any business, trade, avocation
26 or profession for profit.

27 To do all things in connection with its objectives permitted by law and
28 to exercise any and all powers not prohibited by law as pertains to organiza-
29 tions of this type.

31 ARTICLE V.

32 This corporation is not organized for profit and shall have no capital

1 stock, and shall be composed of members with equal voting power rather than
2 shareholders in accordance with the foregoing provisions.

3 The rights of all members of this corporation shall be equal, and no
4 member shall have or acquire a greater interest therein than any other
5 member.
6

7 ARTICLE VI.

8 The conditions and regulations of membership and the rights and
9 privileges shall be determined and fixed by the By-Laws.

10 ARTICLE VII.

11 The affairs of this corporation shall be conducted by a Board of
12 Directors of at least three in number, with the exact number, manner of
13 selection and qualifications as determined by the By-Laws. The Board of
14 Directors may appoint an Executive Committee which shall possess and may
15 exercise the powers of the Board of Directors in the management and direction
16 of the affairs of the corporation during the intervals between meetings of the
17 Board of Directors.
18

19 ARTICLE VIII.

20 The private property of the members shall not be subject to the
21 payment of corporate debts, liabilities or obligations to any extent whatsoever.
22

23 ARTICLE IX.

24 The names and post office addresses of each of the incorporators of
25 this corporation are as follows:

26	<u>NAME</u>	<u>ADDRESS</u>
27	Jerry Lee Emerson	P.O. Box 55, Genesee, Idaho 83832
28	Roger P. Kinyon	Box 356, Genesee, Idaho 83832
29	Richard G. Zenner	110 Ash Street, Genesee, Idaho 83832
30	Ron Herman	General Delivery, Genesee, Idaho 83832
31	Jeff Boyd	Route 1, Genesee, Idaho 83832
32	Mark Dennler	Route 1, Juliaetta, Idaho 83535

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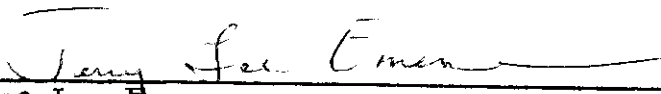
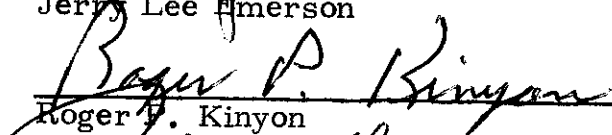
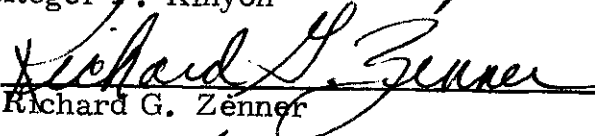

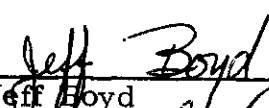
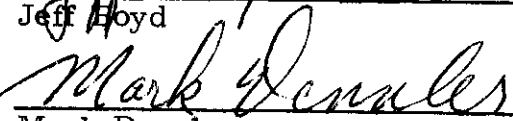
ARTICLE X.

That the name and post office address of each of the initial directors named by the incorporators to serve until the first election of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Lee Emerson	P.O. Box 55, Genesee, Idaho 83832
Roger P. Kinyon	Box 356, Genesee, Idaho 83832
Richard G. Zenner	110 Ash Street, Genesee, Idaho 83832
Ron Herman	General Delivery, Genesee, Idaho 83832
Jeff Boyd	Route 1, Genesee, Idaho 83832
Mark Dennler	Route 1, Juliaetta, Idaho 83535

IN WITNESS WHEREOF, we, the undersigned, being each of the incorporators, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Corporation Laws of the State of Idaho, do execute and file these articles, hereby declaring and certifying that the facts herein are true.

EXECUTED this 30th day of December, 1983.


Jerry Lee Emerson

Roger P. Kinyon

Richard G. Zenner

Ron Herman

Jeff Boyd

Mark Dennler

1 STATE OF IDAHO)
2) ss.
3 County of Latah)

4 On this 30th day of December, 1983, before me, the undersigned,
5 a Notary Public in and for said State, personally appeared JERRY LEE
6 EMERSON, ROGER P. KINYON, RICHARD G. ZENNER, RON HERMAN,
7 JEFF BOYD and MARK DENNLER, known or identified to me to be the persons
8 whose names are subscribed to the foregoing instrument and acknowledged to
9 me that they executed the same.

10 IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal
11 on the date last above written.

12 Eleanor Bingham
13 Notary Public for Idaho, Residing in Latah
14 County.
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