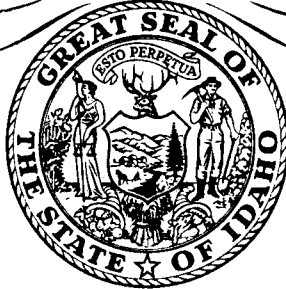


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

McCALL JUNIOR CHAMBER OF COMMERCE, INC.

was filed in the office of the Secretary of State on the **Third** day of **May**, A. D. One Thousand Nine Hundred **Sixty-five** and ~~is~~ **will be** duly recorded on Film No. **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **McCall** in the County of **Valley** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **May**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
McCALL JUNIOR CHAMBER OF COMMERCE, INC.

* * *

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, natural persons of the age of twenty-one years, or more, and being citizens of the United States of America, acting as incorporators (hereinafter referred to as the "Corporation") under the provisions of Chapter 10, Title 30, Idaho Code, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this Corporation is McCALL JUNIOR CHAMBER OF COMMERCE, INC.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. Purposes. The purpose of this organization shall be civic service through the organized efforts of the young men of the community, to promote the welfare of the community and its citizens through active, constructive projects. It shall be the further purpose of this organization to provide the young men constituting its membership, training in leadership and civic consciousness to better their usefulness as citizens.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by the laws of the State of Idaho, by other law, or by-laws of the corporation, and solely in furtherance of but not in addition to the purposes set forth in Section 1 of this Article, the corporation shall have and exercise all the powers specified in Chapter 10, Title 30, Idaho Code, and Chapter 1, Title 30, Idaho Code.

Section 3. Additional Powers. In furtherance and not in limitation of the powers conferred by the Act upon corporations organized for the foregoing purposes, the Corporation shall have power to borrow money, to purchase, construct, lease, or control, sell, exchange, lease, mortgage, pledge or otherwise dispose of property of any kind or character, real, personal or mixed, tangible or intangible, necessary, useful or convenient therefor, and to acquire, hold, mortgage, pledge or dispose of shares, bonds, and other evidences of indebtedness and securities of the United States of America or any state or municipality therein or of any domestic or foreign corporation.

ARTICLE IV

Provisions for Regulation of the Internal Affairs of the Corporation

Section 1. Meetings of Membership. Meetings of the membership of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws or to adopt a new Code of By-Laws shall be reserved to the membership of the Corporation, the affirmative vote of not less than two-thirds of the membership being necessary to exercise such reserved power. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 4. Amendments of Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter,

or repeal, or to add any provision to, its Articles of Incorporation in the manner prescribed by the Act.

ARTICLE V

Address of Initial Registered Office

The location and post office address of the Corporation is and shall be McCall, Valley County, Idaho.

ARTICLE VI

Board of Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of six members, who need not be residents of the State of Idaho or members of the corporation.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of the membership, or until their successors shall have been elected and qualified, follows:

<u>NAME</u>	<u>ADDRESS</u>
James Hardy	Box 577, McCall, Idaho
William Hart	Box 681, McCall, Idaho
Harold Jones	Box 957, McCall, Idaho
Jerry McConnell	Box 858, McCall, Idaho
Bruce Campbell	Box 352, McCall, Idaho
H. Grosvold	Box 826, McCall, Idaho

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a by-law fixing the number of directors, the number shall be six.

ARTICLE VII

Incorporators

The names and addresses of the incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Hardy	Box 577, McCall, Idaho
William Hart	Box 681, McCall, Idaho

Harold Jones
Jerry McConnell
Bruce Campbell
H. Grosvold

Box 957, McCall, Idaho
Box 858, McCall, Idaho
Box 352, McCall, Idaho
Box 826, McCall, Idaho

IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article VII, execute these Articles of Incorporation and certify to the truth of the facts therein stated, this 1st day of May, 1965.

James A. Hardy (SEAL)
William F. Hart (SEAL)
Harold E. Jones (SEAL)
Jerry McConnell (SEAL)
Bruce R. Campbell (SEAL)
Harold Grosvold (SEAL)

STATE OF IDAHO)
 : ss.
County of Valley)

On this 1st day of May, 1965, before, the undersigned, a Notary Public in and for said State, personally appeared JAMES HARDY, WILLIAM HART, HAROLD JONES, JERRY McCONNELL, BRUCE CAMPBELL and H. GROSVOLD, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

(SEAL)

Harold A. Shelton
Notary Public for Idaho
Residence: Incalle, Idaho.