

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LEWISTON ARMORY ASSOCIATION, INC.

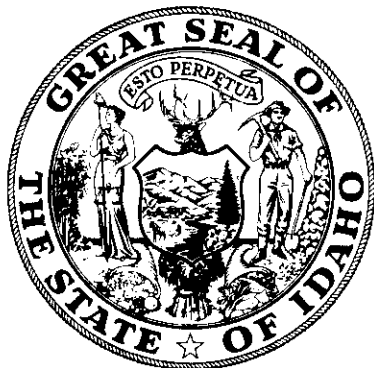
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LEWISTON ARMORY ASSOCIATION, 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 November 17, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Lenny Guroa

Corporation Clerk

ARTICLES OF INCORPORATION

OF

LEWISTON ARMORY ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all of whom are of the age of majority, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, according to and in compliance with and by virtue of Chapter 3, Title 30, Idaho Code, for the expressed and implied purposes hereinafter stated.

ARTICLE I.

The name of this corporation shall be "LEWISTON
ARMORY ASSOCIATION, INC.".

ARTICLE II.

The term for which the corporation shall exist shall be in perpetuity.

ARTICLE III.

The name, location and post office address of the registered agent and office of this corporation in the State of Idaho shall be Michael P. Whiles, 2707 16th St, P.O. Box 678, Lewiston, ID 83501.

ARTICLE IV.

The corporation shall not be for pecuniary gain or profit, and is formed for the following purposes and objects:

(a) To manage, supervise, control, regulate, own and lease armories, training sites, rifle ranges and other land and facilities for and on behalf of all officers, warrant officers, and enlisted men of the Idaho National Guard, both Army and Air, the Reserves of

the Army, Air Force, Navy, Marine and Coast Guard, and such other military or quasi-military organizations as may be determined eligible for the use thereof by the Board of Directors.

(b) To acquire the good will, rights and property of any person, firm association, or corporation, and to pay for the same in cash, stocks, notes, or bonds of this corporation, or otherwise.

(c) To purchase, own, lease, hold, improve, sell and convey real estate, and to construct, lease and maintain thereon buildings and other improvements as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho; and to buy, own, lease, improve, sell or convey other real estate as shall be required by this corporation in the conduct of its business.

(d) To purchase, own, hold, vote, sell, or hypothecate the stocks and bonds of other corporations, and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title or security as may be acquired by this corporation in the usual and ordinary transaction of its business.

(e) To borrow money in the name of this corporation in amounts and at times as the members or Board of Directors may determine and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation; and to secure payment thereof, when required, by mortgages, trust deeds, pledges, assignments, or other conveyance of all, or any portion of its property, real or personal.

(f) To obtain licenses for, carry on and promote any business whatsoever which the Board of Directors of this corporation deem capable of being conducted in connection with the foregoing objects and purposes, directly or indirectly to promote the interest of the corporation, or to enhance the value of its property, and generally to have, enjoy, and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized and existing under and by virtue of the laws of the State of Idaho.

(g) To carry out the objects and purposes for which this corporation is formed, as principal, agents, or otherwise, to the same extent as natural persons might do.

(h) To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other State or territory of the United States, as the Board of Directors may from time to time determine.

(i) To engage in civic enterprises with civic and commercial organizations, and to conduct educational fairs, expositions, clinics and social functions.

(j) To cooperate with similar societies or groups in advancing and promoting the objects herein set forth, or incident thereto.

(k) To receive and accept any and all donations, gifts and gratuities to be used in carrying out the objects and purposes of the corporation. To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(n) To have and exercise all powers necessary or convenient to effect its purposes.

(o) It is the intention of the incorporators of this organization that the foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific powers shall not be construed to limit or restrict.

ARTICLE V.

This association is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any private shareholder, member, director or individual. The balance, if any, of all money received by the association from its operations, after the payment in full of all its just debts and

obligations of whatever kind and nature, shall be used and distributed exclusively for charitable, scientific and educational purposes.

ARTICLE VI.

There shall be no authorized capital stock, but membership certificates may be issued to each member in a form and manner prescribed by the Board of Directors, which membership shall be subject to whatever regulations the By-Laws of the corporation may prescribe. Qualifications of members, mode of election, and terms of admission, expulsion, and suspension shall be prescribed in the By-Laws.

ARTICLE VII.

The rights and interests of all members shall be equal, and no member shall have or acquire a greater interest therein than any other member. Membership certificates cannot be assigned so that transferee thereon can, by such transfer become a member of this corporation, except by resolution of the Board of Directors, and under regulations prescribed in the By-Laws of the association. Each member shall be entitled to one vote at any and all regular or special membership meetings, provided that said vote shall not be cast by agent or proxy.

ARTICLE VIII.

The number of directors of the corporation shall be specified in the By-Laws and which number may from time to time be increased or decreased in the manner prescribed in the By-Laws, provided that the number of Directors shall not be less than five or more than seven.

ARTICLE IX.

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by the affirmative vote of two-thirds of the members present at a meeting called for that purpose, or at any annual meeting of the membership, provided that a quorum, as specified in the By-Laws of the corporation or the laws of the State of Idaho, be present.

ARTICLE X.

The members of this nonprofit corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE XI.

The following five (5) Directors shall constitute the initial

Board of Directors: ROBERT J MICHAEL
MICHAEL P WHILES
KENNETH R MANN
BRIAN L FROMDAHL
MILTON E MORRIS

ARTICLE XII.

The names and post office addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J MICHAEL	1636 CEDAR, LEWISTON, IDAHO
MICHAEL P WHILES	2009 BIRCH AVE, LEWISTON, IDAHO
KENNETH R MANN	2011 RIDGEWAY DR, LEWISTON, IDAHO
BRIAN L FROMDAHL	PO BOX 75, SPAULDING, IDAHO
MILTON E MORRIS	319 12TH AVE, LEWISTON, IDAHO

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 18TH day of AUGUST, 1981.


ROBERT J MICHAEL


MICHAEL P WHILES


KENNETH R MANN


BRIAN L FROMDAHL


MILTON E MORRIS

STATE OF IDAHO)
) ss.
County of NEZ PERCE

On this 18TH day of AUGUST, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT J MICHAEL, MICHAEL P WHILES,

KENNETH R MANN , BRIAN L FROMDAHL ,
MILTON E MORRIS , known by me to be the persons whose
names are subscribed to the within 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.

Frank W Sullivan
My Commission Expires August 1, 1982 Notary Public for Idaho
Residing at: Lewiston Idaho

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