



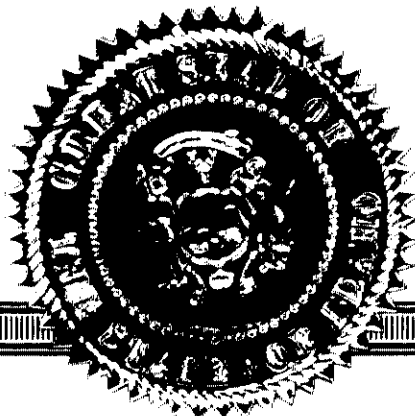
CERTIFICATE OF INCORPORATION
OF

BOUNDARY COUNTY COMMUNITY RECYCLING, 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 BOUNDARY COUNTY COMMUNITY RECYCLING, 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: December 3, 1992



Pete T. Cenarrusa

PETE T. CENARRUSA

by *Valerie Taylor*

CERTIFICATE OF INCORPORATION

RECEIVED
SEC. OF STATE

of

Boundary County Community Recycling, Inc.

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SEC. OF STATE

92 DEC 3 AM 10 24
The name of this corporation is Boundary County Community Recycling, Inc.

92 NOV 23 AM 10 22
SECOND: The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, namely:

This is a non-stock, non-profit corporation. Its period of duration is perpetual. The purpose of the corporation is to engage in any lawful act or activity for which non-profit organizations may be organized under the Corporation Laws of the State of Idaho, 1991.

Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, revised January, 1992, or the corresponding provision of any future United States Internal Revenue Law, as follows:

Boundary County Community Recycling, Inc., has as its major concern the promotion of recycling activities within Boundary County, including education, cottage industries utilizing recyclable materials, construction of appropriate structures for use as a transfer station or storage, and for the acquisition of equipment necessary to carry out its functions.

THIRD: The registered office of Boundary County Community Recycling, Inc., is to be located in the City of Bonners Ferry, Boundary County, Idaho, at HCR 61, Box 125AB

FOURTH: The corporation shall not have any capital stock and the conditions for membership shall be stated in the Bylaws.

FIFTH: The names and mailing addresses of the incorporators (that is, the pro tem board of directors) are:

Initial registered agent: President: Grace Siler, HCR 61, Box 125 AB, Bonners Ferry, Idaho 83805;

Vice-President: Daniel M. Turner, Box 3155, Bonners Ferry, Idaho 83805;

Secretary: Joy-Josephine Fishman, Box 473, Bonners Ferry, Idaho 83805; and,

Treasurer: Allen H. Rose, HCR 62, Box 140, Moyie Springs, Idaho 83845.

SIXTH: The powers of the incorporators are to terminate no later than sixty (60) days from the filing of the Certificate of Incorporation, at a general membership meeting at which officers are to be elected as provided by the Bylaws.

SEVENTH: The activities and affairs of the corporation shall be managed by a Board of Directors, but such management is vested in its members pursuant to Section 30-314(c), Idaho Code. The number of directors which shall constitute the whole Board shall be as provided in the Bylaws, but in no case shall the number be fewer than one. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall held office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolution passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Direc-

tors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

EIGHTH: Meetings of members shall be held within the State of Idaho, if the Bylaws so provide. The books of the corporation may be kept at such place or places as may be from time to time designated by the Board of Directors.

NINTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, revised 1992, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the same code.

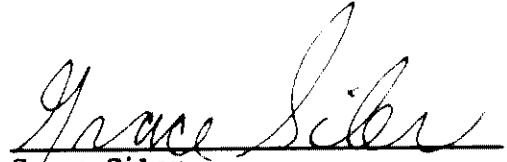
TENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, revised 1992, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Boundary County, Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

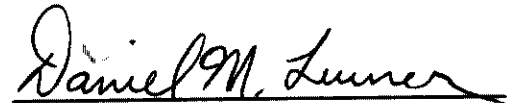
ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

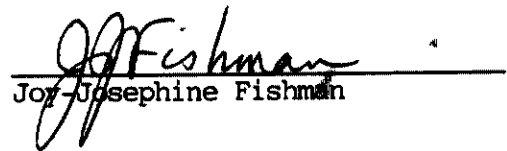
TWELFTH: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

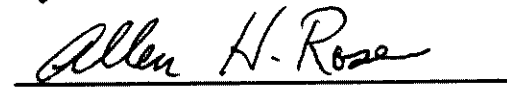
WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the

purpose of forming a non-profit corporation pursuant to Section 30-314(c), Idaho Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have signed this document, this twentieth (20th) day of November, 1992.


Grace Siler


Daniel M. Turner


Joy- Josephine Fishman


Allen H. Rose