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

LOST RIVER VALLEYS RECREATION ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **May** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** 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 **Arco** in the County of **Butte,** 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 **29th** day of **May**, A.D., 19 **61**.

Secretary of State.

Non-Profit Cooperative Associations

ARTICLES OF INCORPORATION

OF

LOST RIVER VALLEYS RECREATION ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, Jack L. Phillips, Helen B. Boyer, Thursa H. Wheeler, Johnny C. Andreason, and Rodney A. Pearson, each being a natural person of full age, and a citizen of the United States of America, having voluntarily and do hereby associate ourselves together for the purpose of forming a corporation pursuant to Title 30, Chapter 10, of the Idaho Code, and we do hereby certify, declare, and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be LOST RIVER VALLEYS RECREATION ASSOCIATION, INC.

ARTICLE II.

The location of the registered office of this corporation shall be Arco, Butte County, Idaho.

ARTICLE III.

The general nature and objectives of the Association are to promote and assist in the development of recreational facilities in Butte and Custer Counties and the cities and villages, contained therein, seeking to cooperate with county and municipal governments in providing the necessary facilities for healthful recreation of the people of the Lost River Valleys in Butte and Custer Counties.

a. To acquire funds by solicitation and to accept donations of funds or real or personal property for the furtherance of the purposes of this Association.

b. To buy, sell, acquire and dispose of real and personal property for the purposes aforesaid.

c. To build and contract for construction of recreational facilities and acquire and own material and equipment suitable for the promotion of recreation.

d. To operate any and all kinds of recreational facilities and to charge admission to such facilities for the purposes of maintenance and payment for construction of facilities and acquisition of property and to acquire other facilities for recreational purposes.

e. To transfer such facilities when completed to the proper county or municipal authorities for use in their respective recreational programs.

f. To do any and all other things necessary in furtherance of the purposes of this Association.

ARTICLE IV.

This Association shall be a non-profit organization. No shares of stock shall be issued and no member shall derive any monetary benefit or profit from its organization or operation and all moneys derived from said operation shall be expended for the benefit of recreational facilities for the public of the Lost River Valleys.

ARTICLE V.

Any person who has a sincere desire to advance the aims of the Association and who is willing to assist the Association in its activities shall be eligible for membership upon application to the Secretary. The amount of the annual dues shall be fixed by the Board of Directors in the event it is determined by the Board of Directors that the payment of annual dues by members of the Association is desirable or necessary. The Bylaws shall provide that in this Association, the rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member. This Association shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can by

such transfer become a member of the Association, except by resolution of the Board of Directors and under such regulations as the Bylaws may prescribe. An annual meeting, to which all members shall be invited by written notice, shall be held each year on a date set by majority consent of the Board of Directors, commencing with the year 1961.

ARTICLE VI.

The term for which this Association shall exist shall be perpetual.

ARTICLE VII.

The names and residences of the subscribers are as follows:

Johnny C. Andreason	Arco, Idaho
Helen B. Boyer	Arco, Idaho
Rodney A. Pearson	Moore, Idaho
Jack L. Phillips	Arco, Idaho
Thursa H. Wheeler	Moore, Idaho

ARTICLE VIII.

The affairs of the Association shall be managed by a Board of Directors composed of at least five (5) members. All of these shall be elected at large from time to time by the membership of the Association at its annual meeting, or by mail ballot, as provided by the Bylaws of the Association. The Board will pattern the policy and direct

activities through the Chairman in accordance with the policies established in the Bylaws of the Association.

The first Board shall be composed of the following: A chairman to serve in this position for a period of four (4) years, until the annual meeting of 1965; a secretary to serve for a term of three (3) years; a treasurer to serve for a period of two (2) years; a member to serve for a period of two (2) years, or until the annual meeting of 1963; a member to serve for a period of one (1) year, or until the annual meeting of 1962. Upon expiration of the terms of the above-described elective members of the Board of Directors, the Association membership shall, at its regular annual meeting, elect persons to fill the vacancies for a four-year term. If a vacancy shall occur by resignation or for reason other than the normal expiration of an elective term of office, the vacancy for the remainder of the unexpired term shall be filled by appointment by the Chairman of the Board.

ARTICLE IX

The names of the officers who are to manage the affairs of the Association, until the first election provided for under Article 8, hereof, are as follows:

Rodney A. Pearson	Chairman
Thursa H. Wheeler	Secretary
Helen B. Boyer	Treasurer
Jack L. Phillips	Member (two years)
Johnny C. Andreason	Member (one year)

ARTICLE X.

Bylaws will be prepared by the subscribers prior to the first meeting of the Board of Directors. The Board of Directors will then accept, reject, or revise the Bylaws as written. The Bylaws will then be placed before the membership for approval; the vote of the majority of the membership present at a regular meeting, or voting by mail ballot constituting approval. Any amendments of the Bylaws will originate with the Board of Directors and, before such amendments take effect, they shall be submitted to the membership at a regularly announced meeting and approved as aforesaid.

ARTICLE XI.

The entire net income of the Association shall be devoted to the purposes for which it is organized, as outlined in Article II, hereof. All properties and assets of the Association, upon dissolution of the Association after payment of any claims against it, shall be donated to some proper municipal or recreational program or to some similar non-profit association devoted to the promotion of recreational facilities.

Rodney A Pearson (SEAL)

Theresa H. Wheeler (SEAL)

[illegible] (SEAL)

Jack L. Phillips (SEAL)

Johnny C Anderson (SEAL)

STATE OF IDAHO)
) ss.
COUNTY OF BUTTE)

On this 27th day of May, 1961, before me, a notary public in and for said State, personally appeared RODNEY A. PEARSON, JACK L. PHILLIPS, HELEN B. BOYER, THURSA H. WHEELER and JOHNNY C. ANDREASON, 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 seal, the day and year first above written.

(SEAL)

H. P. Foster
Notary Public in and for said State,
Residing at Arco, therein.