



CERTIFICATE OF INCORPORATION
OF

L-C VALLEY EDUCATION FUND, INC.

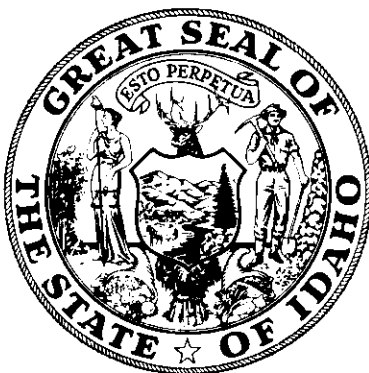
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

L-C VALLEY EDUCATION FUND, 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 July 12, 1985.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
L-C VALLEY EDUCATION FUND, INC.

RECEIVED
SEC. OF STATE

'85 JUL 12 PM 3 10

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby associate themselves together for the purpose of forming a non-profit corporation under Title 30, Chapter 3 of the Idaho Code, the "Idaho Nonprofit Corporation Act", and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, in duplicate originals, and state as follows:

ARTICLE I

The name of the corporation shall be L-C Valley Education Fund, Inc.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

The objects and purposes proposed to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in political action within and for the City of Lewiston, Idaho, Nez Perce County, Idaho, Clarkston, Washington, and Asotin County, Washington.

2. To have representation at all public meetings.

3. To report on the actions taken or to be taken by various public meetings through news media such as newspapers, radio, television, and other means.

4. To research, study and investigate past actions of the City of Lewiston, Lewiston City Council, Nez Perce County, Nez Perce County Commissioners, City of Clarkston, Clarkston City Council, Asotin County, and the Asotin County Commissioners.

5. To consult with and employ legal counsel in all matters pertaining to the objects and purposes of the corporation.

6. To purchase, lease and otherwise acquire, hold, own, operate, mortgages, bonds, certificates of indebtedness and any other lawful security device.

7. To receive gifts, donations, grants of money and property of every nature and administer the same for corporate purposes.

8. To borrow money and secure the same by issuance of notes, mortgages, bonds, certificates of indebtedness and any other lawful security device.

9. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or of the furtherance of any of the powers herein set forth, and to do every act, thing or things, incidental or are pertinent to or growing out of or connected with the aforesaid purposes and powers or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE IV

The corporation shall not issue certificates of stock but shall issue membership certificate cards, or other evidence of membership to each member and said membership shall be non-transferable, except by approval of the Board of Directors and by compliance with such regulations as may be adopted by the Board of Directors.

ARTICLE V

The corporation shall not have power to declare dividends and no part of its net earnings shall inure to the benefit of any member, director, officer or individual. The balance, if any, of all money received by the corporation from its operation, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, and all other assets then owned, will, on dissolution or final liquidation, be distributed exclusively to public or charitable organization as the corporation may select.

ARTICLE VI

The first Board of Directors of the corporation shall consist of three (3) members who will serve until the first annual meeting and the names of said board members are as follows:

Steven W. Glasby

Jim R. Dilling

Nancy J. Thomson

Directors will be elected at each annual meeting.

ARTICLE VII

The names and addresses of the incorporators are as follows:

Steven W. Glasby	625 C. 21st Street Lewiston, ID 83501
Barbara A. Glasby	625 C. 21st Street Lewiston, ID 83501
Jim R. Dilling	1257 Bridge Clarkston, WA 99403
Ella M. Dilling	1257 Bridge Clarkston, WA 99403
Nancy J. Thomson	1824 Main Lewiston, ID 83501
Magaret Lindsey	2200 8th Ave. Lewiston, ID 83501
Robert J. Franzese	2213 Bellevue Dr. Clarkston, WA 99403


ARTICLE VIII

The street address of the initial registered office will be at 625 C. 21st Street, Lewiston, ID 83501, and the registered agent at that office will be Steven Glasby.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 8th day of JULY, 1985.

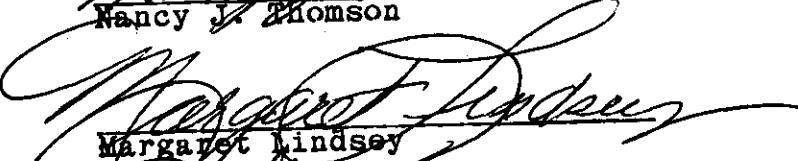

Steven W. Glasby


Barbara A. Glasby


Jim R. Dilling


Ella M. Dilling


Nancy J. Thomson

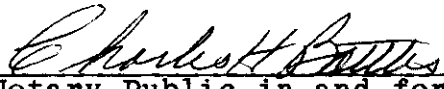

Magaret Lindsey


Robert J. Franzese

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 8th day of July, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN W. GLASBY, BARBARA A. GLASBY, JIM R. DILLING, ELLA M. DILLING, NANCY J. THOMSON, MARGARET LINDSEY, ROBERT J. FRANZESE, known to 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.


Notary Public in and for the
State of Idaho, residing at
Lewiston, Idaho, therein.