



**CERTIFICATE OF INCORPORATION
OF**

TETON COUNTY ECONOMIC DEVELOPMENT COUNCIL, INCORPORATED

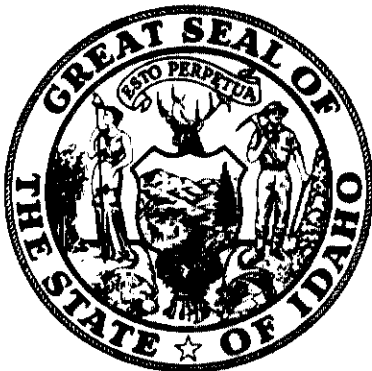
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TETON COUNTY ECONOMIC DEVELOPMENT COUNCIL, INCORPORATED

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 August 17, 19 90.



SECRETARY OF STATE

Corporation Clerk

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SEC. OF STATE

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**Teton County
Economic Development Council,
Incorporated**

Articles of Incorporation

We, the undersigned, natural persons, of majority age, hereby state the Articles of Incorporation for the corporation Teton County Economic Development Council, Incorporated, pursuant to the laws of the State of Idaho as follows:

Article I

Name

The name of the corporation is:

Teton County Economic Development Council, Incorporated

Article II

Non-Profit Status

The corporation is a private non-profit corporation.

Article III

Duration

The period of duration of this corporation shall be perpetual.

Article IV

Purposes

This corporation is organized for the following purposes:

- (a) To provide the leadership necessary to plan, promote, and implement long term development projects that will provide economic stability and foster growth to both the commercial and agricultural segments of the economy;
- (b) To make every reasonable effort to promote unity within the community and shall at all times be sensitive to the Valley's unique natural resources
- (c) To promote the welfare of the Teton Valley area, the State of Idaho and the region as a whole;
- (d) To cooperate with all levels of government, local, State and Federal, and with all interested private individuals and legal entities in the furthering of all such purposes;
- (e) To make all necessary studies and surveys, to borrow money, to buy, sell, hold, acquire, own, mortgage, transfer, lease exchange, trade or otherwise to acquire or dispose of real and personal property;
- (f) To exercise those powers commonly exercised by natural persons and to do all acts or things useful or incidental to the purposes for which this corporation is constituted;
- (g) To engage in any activity that lawfully may be conducted by a non-profit corporation organized under Title 30, Chapter 3, of the Idaho Code.

Article V

Exclusive Charitable Purpose

This organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954

(or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article VI

Membership, Election of Officers

All members of the corporation shall serve on the Board of Directors. The initial number of directors shall be five.

Article VII

Principal Organizer

Whereas the management of the corporation is vested in its members, the name and address of the principal organizer is:

Albert Tilt
Teton Ridge Ranch
200 Valley View Road
Tetonia, ID 83452

Article VIII

Registered Office - Agent

The address of the initial registered office of the corporation shall be Teton County Courthouse, Main Street, PO Box 766, Driggs, Idaho 83422. The name of the initial registered agent at such address shall be Albert Tilt.

Article IX

Initial Board of Directors

The names and addresses of the directors constituting the initial Board of Directors are:

Steve Liebler
PO Box 78
Victor, ID 83455

Albert Tilt
Teton Ridge Ranch
200 Valley View Road
Tetonia, ID 83452

Juli Trapp
PO Box 182
Victor, ID 83455

Jaydell Buxton
256 South 500 West
Driggs, ID 83422

Rex Christensen
Box 3595
Driggs, ID 83422

Article X

Incorporators

The names and addresses of the incorporators of this corporation are:

Steve Liebier
PO Box 78
Victor, ID 83455

Albert Tilt
Teton Ridge Ranch
200 Valley View Road
Tetonia, ID 83452

Juli Trapp
PO Box 182
Victor, ID 83455

Jaydell Buxton
256 South 500 West
Driggs, ID 83422

Rex Christensen
Box 3595
Driggs, ID 83422

Article XI

Dissolution

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Dated this 15 day of August, 1990.

Name

Address

Juli Trapp

PO Box 182, Victor, ID 83452

Albert Tilt

200 Valley View, Tetonia, ID 83452

Rex Christensen

PO Box 3595, Driggs, ID 83422

Steve Liebier

PO Box 78, Victor, ID 83455

Jaydell Buxton

256 South 500 West, Driggs, ID 83422

STATE OF IDAHO)
County of Teton)

I, John S. McKellan, a notary public, do hereby certify that on this 15th day of August, 1990, personally appeared before me Albert Tilt, Rex Christensen, Juli Trapp, Steve Liebier and Jaydell Buxton, who, being by me first duly sworn, declared that he is President of the corporation, and the statements therein contained are true.

John S. McKellan
Notary Public for Idaho
Residing at Driggs, Idaho
My commission expires: May 4, 1995