



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NEZ PERCE CENTENNIAL COMMISSION, INC.

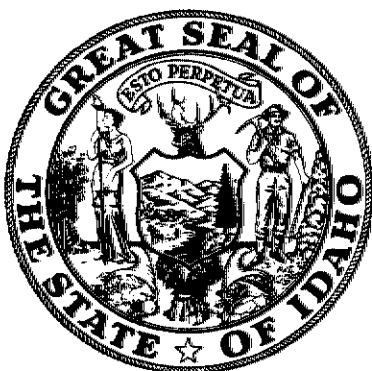
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

NEZ PERCE CENTENNIAL COMMISSION, 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 14, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Balala
Corporation Clerk

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SEC. OF STATE
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**ARTICLES OF INCORPORATION
NEZ PERCE COUNTY CENTENNIAL COMMISSION, INC.**

We, the undersigned individuals who are all citizens of the United States and of lawful age, have this date hereinafter inscribed, voluntarily associated ourselves for the purpose of forming a non-profit corporation in accordance with the provisions of the Idaho Non-profit Corporation Act, Idaho Code Title 30, Chapter 3, and we hereby certify as follows:

ARTICLE I

The name of this corporation shall be Nez Perce County Centennial Commission, INC.

ARTICLE II

The general purpose of this non-profit corporation is to exercise a civic responsibility to organize, plan, conduct, and supervise the celebration of the Centennial of the State of Idaho in Nez Perce County.

In an effort to satisfy this general purpose, it is also the purpose of this non-profit corporation to:

1. sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation.
2. have and to exercise all such powers as are by law conferred upon such corporations of like character.
3. carry out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law.
4. not prohibit for non-profit corporations qualifying under Title 26, Section 501(c)(4) United States Internal Revenue Code.
5. not for pecuniary profit. This corporation is organized exclusively for civic purposes that qualify as exempt under Title 26, Section 501(c)(4) of the Internal Revenue Code.

ARTICLE 3

This corporation shall have perpetual existence.

ARTICLE 4

Qualifications of members shall be provided in the By-Laws of the corporation. A membership certificate shall be issued to each member. The rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other members, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out and to attain the objectives of this corporation.

ARTICLE 5

The members of this corporation shall have power to conduct all of the affairs of the corporation. The officers of this corporation shall be a president, vice-president, and treasurer, and such other officers as the membership shall deem necessary. Each of the officers shall be members of this corporation, and the terms of office, manner of election, and powers and duties of the officers shall be prescribed in the By-Laws of the corporation.

ARTICLE 6

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-laws of the corporation.

ARTICLE 7

Notwithstanding any term or provision of any article hereof, this corporation is organized and shall be operated

exclusively for civic purposes, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in including the publishing or distributing of statements, any political campaign on behalf of any candidate for public office, and the purposes of this corporation and the authorized activities of this corporation shall be limited to those specifically stated in this article, it being intended that the powers and purposes of this corporation be limited to those exclusively described in this article so that this corporation may enjoy exemption from taxation as an exempt organization under Internal Revenue Code, Title 26, Section 501(c)(4) and more specifically so that this corporation qualifies as an exempt organization under provisions of said Internal Revenue Code, Title 26, Section 501(c)(4), this corporation being organized solely for non-profitable purposes and more specifically for the non-profitable purpose of promoting the advancement of a recognition and celebration of the centennial of the State of Idaho within the exclusive boundaries of Nez Perce County therein, said purpose being in the promotion of social welfare, being non-profitable, and this corporation being organized and operated exclusively as herein stated.

This corporation may engage in activities incidental to the purposes herein stated and in furtherance of those purposes may perform such acts and engage in such activities as are incidental hereto. This article shall be deemed to be a limitation upon the extent of activities that this corporation may engage in, and, except to the extent such activities are restricted or modified by the terms of this article, this corporation may perform all other acts described in all other articles of these Articles of

Incorporation unless such acts are restricted, prohibited, or modified by the terms of this article.

ARTICLE 8

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the members, according to the By-Laws, provided that assets or property may be transferred only to a non-profit corporation or an agency of government operated exclusively for civic, social welfare and charitable purposes as at that time qualify as an exempt organization under Title 26, Section 501 (c) (4) of the United States Internal Revenue Code as the members shall determine, and having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of the corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of the County of the State of Idaho, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9

Amendments to these articles may be made after 10 days written notice to all members, by a majority of the members voting at a regular meeting or at a special meeting called to consider amendments so long as such amendments do not change its non-

profit, tax exempt status, and as long as such amendments contain only such provisions as are lawful.

ARTICLE 10

The registered office of this corporation is at 1225 Idaho Street, Lewiston, Idaho, 83501. The name of the principle organizer and initial registered agent is Sharrol St. Marie, Centennial Coordinator.

ARTICLE 11

The names and addresses of the incorporators are enumerated in the attached addendum. The names and addresses of the Commission members are also enumerated in the attached addendum.

IN WITNESS WHEREOF, the undersigned, the incorporators of the above-named corporation, have hereunto signed these Articles of Incorporation on this 5th day of September, 1989.

Alta Guzman
Alta Guzman

Deanna Vickers
Deanna Vickers

Doug Marsh
Doug Marsh

Jo Ann Thompson
Jo Ann Thompson

Robert Huddleston
Robert Huddleston

Marion L Shinn
Marion Shinn

Buzz Lapwai Id.
Address

807 Sixth St., Lewiston, Id.
Address

507 7th Ave Lewiston Id
Address

611 25TH AVE.; LEWISTON, ID 83501
Address

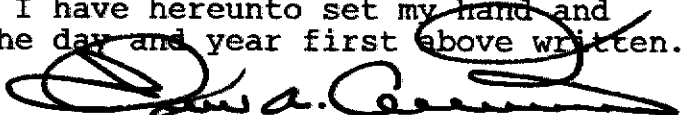
1723 PROSPECT LEWISTON, ID 83501
Address

3406 7TH ST LEWISTON
Address
IDAHO
83501

STATE OF IDAHO)
 : SS.
County of NEZ PERCE)

On this 26th day of September, 1989, before me, John A. Church, a notary public, personally appeared Alta Guzman, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.



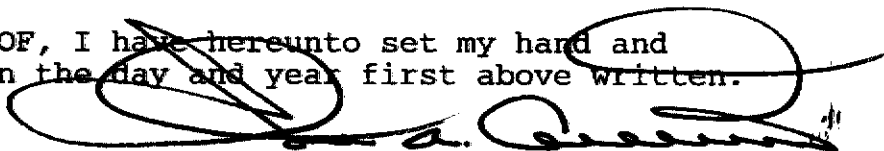
Notary Public for Idaho
Residing at LEWISTON
My Commission Expires 2-19-93

(NOTARY SEAL)

STATE OF IDAHO)
 : SS.
County of NEZ PERCE)

On this 26th day of September, 1989, before me, John A. Church, a notary public, personally appeared Deanna Vickers, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.



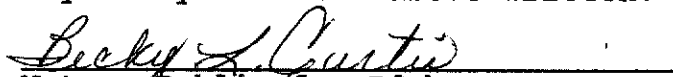
Notary Public for Idaho
Residing at LEWISTON
My Commission Expires 2-19-93

(NOTARY SEAL)

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

On this 26th day of ^{November} ~~September~~, 1989, before me, Becky L. Curtis, a notary public, personally appeared Doug Marsh, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.



Notary Public for Idaho
Residing at Lewiston, Id.
My Commission Expires 6/1/91

(NOTARY SEAL)

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

On this 12th day of ~~September~~ ^{October}, 1989, before me, Jo Ann Thompson, a notary public, personally appeared Jo Ann Thompson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(NOTARY SEAL)

Betsy A. Curtis
Notary Public for Idaho
Residing at Lewiston
My Commission Expires 10/1/91

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

On this 29th day of September, 1989, before me, Joan A. Cunniff, a notary public, personally appeared Robert Huddleston, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(NOTARY SEAL)

Joan A. Cunniff
Notary Public for Idaho
Residing at Lewiston
My Commission Expires 2-19-93

STATE OF IDAHO)
County of _____) : ss.

On this 30th day of ~~September~~ ^{OCTOBER}, 1989, before me, Joan A. Cunniff, a notary public, personally appeared Marion Shinn, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(NOTARY SEAL)

Joan A. Cunniff
Notary Public for Idaho
Residing at Lewiston
My Commission Expires 2-19-89

ADDENDUM

INCORPORATORS OF NEZ PERCE COUNTY CENTENNIAL COMMISSION

Alta Guzman	Nez Perce Tribal Center, Lapwai
Deanna Vickers	807 6th Street, Lewiston
Doug Marsh	1105 36th Street, N., Lewiston
Jo Ann Thompson	611 25th Avenue, Lewiston
Robert Huddleston	1723 Prospect, Lewiston
Marion Shinn	3406 7th Street, Lewiston

COMMISSION MEMBERS

Doug Marsh	1105 36th Street N., Lewiston
A.L. Alford, Jr.	505 C Street, Lewiston
Barbara Reddekopp	3515 8th Street, Lewiston
Mark Havens	429 1st Avenue, Lewiston
Doug Barton	814 Warner, Lewiston
Fran Carroll	1317 14th Avenue, Lewiston
Alta Guzman	Nez Perce Tribal Center, Lapwai
Betty Meloy	620 Thiessen Road, Lewiston
Rep. Deanna Vickers	807 6th Street, Lewiston
Karney Hatch	3031 Mayfair Drive, Lewiston