

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ATHOL FIRE PROTECTION DISTRICT AUXILIARY, LTD.
File number C 118897

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 ATHOL FIRE PROTECTION DISTRICT AUXILIARY, LTD. 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: March 28, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeVries*

ARTICLES OF INCORPORATION
OF
ATHOL FIRE PROTECTION DISTRICT AUXILIARY, LTD.
AN IDAHO NONPROFIT CORPORATION

Pursuant to the provisions of the Idaho Nonprofit Corporation Act, the undersigned incorporators adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION. The name of the corporation is ATHOL FIRE PROTECTION DISTRICT AUXILIARY, LTD.

ARTICLE II

AUTHORIZED SHARES AND MEMBERSHIPS. The aggregate number of shares that the corporation shall have authority to issue is NO shares of common stock. The corporation is organized as a private foundation pursuant to section 509(a) of the Internal Revenue Code of 1986 and is to be composed of elected members. There is no limitation placed on the number of members who may be elected. Members shall be elected, and their voting rights determined, as provided in the Bylaws of the corporation.

ARTICLE III

REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation is 8884 N. Government Way, Suite D, P.O. Box 1390, Hayden, Idaho 83835-1390, and the name of the initial registered agent of the corporation at that office is Richard K. Kuck, Attorney at Law.

ARTICLE IV

INCORPORATORS. The name and address of the incorporator is:

1. Mr. Richard K. Kuck, Attorney for the Organization. P.O. Box 1390, 8884 N. Government Way, Suite D., Hayden, Idaho 83835.

ARTICLE V

BOARD OF DIRECTORS--DESIGNATION OF INITIAL DIRECTORS

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INITIAL BOARD OF DIRECTORS. The names and addresses of the initial board of directors of the corporation are:

1. Mrs. Anna K. Aarestad, c/o Athol F.P.D., P.O. Box 345, Athol, ID 83801.
2. Ms. Phyllis Page, c/o Athol F.P.D., P.O. Box 345, Athol, ID 83801.
3. Ms. Delight Michael, c/o Athol F.P.D., P.O. Box 345, Athol, ID 83801.
4. Ms. Janet Pitman, c/o Athol F.P.D., P.O. Box 345, Athol, ID 83801.
5. Ms. Anne Holden, c/o Athol F.P.D., P.O. Box 345, Athol, ID 83801.

ARTICLE VI

BOARD OF DIRECTORS LIABILITY. No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for any act or omission as a director; provided that this article shall not eliminate the liability of a director for any act or omission for which elimination of liability is not permitted under the Idaho Nonprofit Corporation Act. No amendment to or repeal of this article shall apply to or have any effect on the liability of any director of the corporation for any act or omission that occurs prior to the effective date of such amendment or repeal. No amendment to the Idaho Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director of the corporation for any act or omission that occurs prior to the effective date of such amendment.

ARTICLE VII

BOARD OF DIRECTORS VACANCIES. Prior to the formal adoption of Bylaws for the corporation by the Directors as designated herein, any vacancy occurring in the board of directors, including any vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even if the number of directors remaining is less than a quorum of the board of directors, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any. Following the adoption of Bylaws of the corporation the provisions of the Bylaws concerning the election of Directors shall control and have priority over this Article.

ARTICLE VIII

PURPOSE. The purpose of the corporation is to provide assistance and support to the Athol Fire Protection District as may be determined by the corporation and to engage in any lawful purpose permitted to corporations organized and existing under the Idaho Non-Profit Corporations Act.

ARTICLE IV

DISTRIBUTIONS UPON DISSOLUTION. In the event of the dissolution of the corporation, the assets of the corporation shall be distributed first to retire all outstanding indebtedness of the

corporation; then to retire the outstanding capital credits of the members, which shall be retired on a pro-rata basis; then to payments on account of property rights of members.

DATED this _____ day of March, 1997.

ATHOL FIRE PROTECTION DISTRICT
AUXILIARY, LTD.

By: 


Incorporator