

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ST. JOE VALLEY CAR CLUB, 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 ST. JOE VALLEY CAR CLUB, 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, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
ST. JOE VALLEY CAR CLUB, INC.

RECEIVED
SEC. OF STATE
193 JUL 12 AM 10 44

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

Name. The name of the corporation is ST. JOE VALLEY CAR CLUB, INC.

ARTICLE TWO

Nonprofit Status. The corporation is a nonprofit corporation.

ARTICLE THREE

Duration. The period of duration of this corporation is perpetual.

ARTICLE FOUR

Initial Registered Office and Registered Agent. The location of the corporation is in the City of St. Maries, County of Benewah, State of Idaho. The address of the initial registered office is 918 Elm Drive, St. Maries, Idaho 83861, and the name of the initial registered agent at this address is Floyd Eugene Turner, St. Maries, Idaho 83861.

IDAHO SECRETARY OF STATE
19330712 0900 5173 2
CK #: 5299 CUST# 1
CORP 10 30.00= 30.00

: C

ARTICLE FIVE

Purposes. The purposes for which the corporation is organized and will be operated are as follows:

A. To promote to the St. Maries community and area and to provide an entity for community support through family activities, functions and sponsorships; to promote and support local charities and families in need; to support local youth activities by actively participating in youth projects, sponsorships and funding; to promote family activities; to participate and assist in worthy community projects and functions; to promote interest in vintage cars through car shows and other community functions.

B. This corporation is organized for charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, any of the provisions of these articles notwithstanding. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

C. The corporation shall exercise all powers rendered by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to

accept donations of money, property, whether real or personal, and any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under this Act, or any amendment thereto, or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE SIX

Members. Qualifications of members of the corporation shall be provided in the bylaws of the corporation. The rights and interests of all members shall be equal and no member shall have or acquire greater interest therein than any other member and no member shall hold more than one (1) 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 said member 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 obtain the objectives of this corporation.

Membership Meetings. Meetings of members shall be held at such place as may be provided in the bylaws of the corporation. An annual meeting of the members shall be held at such times as may be provided in the bylaws.

ARTICLE SEVEN

Management. The affairs of the corporation shall be managed by the members and the corporation will not have a board of directors. The members of the corporation, at its annual meeting, shall elect officers for the corporation. The officers of the corporation shall be a president, vice president, secretary and treasurer. Since the corporation vests management in its members, the name and street address of the principal organizer of the corporation is Floyd Eugene Turner, 918 Elm Drive, St. Maries, Idaho 83861.

Further management procedures and requirements of the corporation shall be set forth in the corporation bylaws.

ARTICLE EIGHT

Dissolution. 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 these articles or bylaws, provided that assets or property may be transferred only to a nonprofit corporation or an agency of government operated exclusively for charitable, educational, or scientific purposes as at the time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1986, and to corresponding provisions of any future United States Internal Revenue law, as the members shall determine, and having objectives 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 in which the principal office of the corporation has been 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 EIGHT

Amendments to Articles. Amendments to these articles of incorporation may be made after ten (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 nonprofit, tax exempt status, and as long as such amendments contain only such provisions as are lawful under Title 30, Chapter 3, Idaho Code.

ARTICLE NINE

Incorporators. The name and address of the incorporators of this corporation are as follows:

NAME	ADDRESS
1. Floyd Eugene Turner	918 Elm Drive St. Maries, Idaho 83861
2. Marie Ann Crane	232 Todd Avenue St. Maries, Idaho 83861
3. Edward James Spooner	1903 College Avenue St. Maries, Idaho 83861
4. Kelly Jon Crane	232 Todd Avenue St. Maries, Idaho 83861
5. Nancy Kay Turner	918 Elm Drive St. Maries, Idaho 83861
6. Koreena Nicholson Stowell	414 Main Avenue St. Maries, Idaho 83861

EXECUTED in duplicate this _____ day of
June, 1993.

Floyd Eugene Turner
FLOYD EUGENE TURNER

Marie Ann Crane
MARIE ANN CRANE

Edward James Spooner
EDWARD JAMES SPOONER


KELLY JON CRANE


NANCY KAY TURNER


KOREENA NICHOLSON STOWELL