

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

**BONNER COUNTY IMPROVEMENT COUNCIL, 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 \_\_\_\_\_

**BONNER COUNTY IMPROVEMENT COUNCIL, 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 May 30, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
BONNER COUNTY IMPROVEMENT COUNCIL, INC.

RECEIVED  
SEC. OF STATE

'89 MAY 30 AM 9 05

The undersigned, a natural person over the age of 18 years, and a resident of the State of Idaho, acting as incorporator of this corporation pursuant to the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I. Name

The name of the corporation is the Bonner County Improvement Council, Inc.

Article II. Duration

The duration of the corporation shall be perpetual.

Article III. Purpose

This corporation is organized exclusively for charitable, educational and scientific purposes, as described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of the organization is to promote education, economic development, infrastructure improvements, projects within the arts and humanities and other charitable activities and generally to improve the quality of life in Bonner County, Idaho.

#### Article IV. Powers

The corporation shall have all power conferred upon a non-profit corporation pursuant to the Idaho Non-Profit Corporation Act. The corporation will also have such other powers as are enumerated in its Bylaws, to the extent such additional powers do not conflict with or contravene the said Idaho Non-Profit Corporation Act.

#### Article V. Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VI. Membership

The corporation shall have one class of members, open to any non-profit organization or governmental agency with its principal office in Bonner County, Idaho. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. Dues and further qualifications shall be as set forth in the corporation's Bylaws; provided, however, that no member may be assessed any amount to which it has not voluntarily assented.

Article VII. Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The number of directors constituting the initial Board of Directors shall be eight (8); thereafter, the number and manner of election or appointment of directors and terms of office shall be as provided in the corporation's Bylaws, but the number of directors shall never be less than five (5) nor more than eleven (11).

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

Ed Humble  
430 South Division  
Sandpoint, ID 83864

Donna Parrish  
323 North First  
Sandpoint, ID 83864

James McNall  
P.O. Box 1622  
Sandpoint, ID 83864

Jonathan Coe  
P.O. Box 928  
Sandpoint, ID 83864

Bob Farmin  
510 South First Avenue  
Sandpoint, ID 83864

Debbie Ferguson  
P.O. Box 724  
Sandpoint, ID 83864

Clark Cowley  
P.O. Box 353  
Clark Fork, ID 83811

Charlene Winnop  
P.O. 1607  
Sandpoint, ID 83864

#### Article VIII. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or

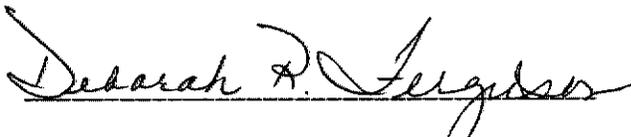
local government, for the public purpose. Any such assest not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purosses or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX. Registered Agent

The name and address of the initial Registered Agent of the corporation is:

Deborah R. Ferguson  
305 North Second  
Sandpoint, ID 83864

IN WITNESS WHEREOF, I have hereunto subscribed my name as incorporator this 17 day of May, 1989.



Deborah R. Ferguson, Incorporator

P.O. Box 724

Sandpoint, ID 83864