

State of Idaho

Department of State

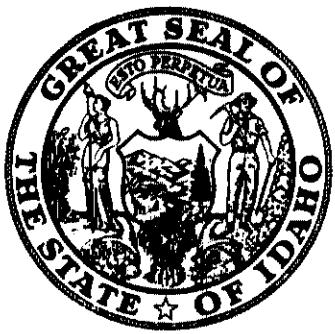
CERTIFICATE OF INCORPORATION OF

RURAL KOOTENAI ORGANIZATION, 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 RURAL KOOTENAI ORGANIZATION, 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: December 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

ARTICLES OF INCORPORATION of RURAL KOOTENAI ORGANIZATION, INC.

93 We, the undersigned, of full age, for the purpose of forming a non-profit corporation under and in accordance with the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, of the Idaho Code, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporation and adopt the following Articles of Incorporation.

ARTICLE 1.

NAME

1.1 The name of the non-profit corporation shall be RURAL KOOTENAI ORGANIZATION, INC. (RKO).

ARTICLE 2.

PURPOSES AND POWERS

2.1 This non-profit corporation is formed for the purposes of receiving and maintaining a fund or funds and holding real or personal property or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the principal thereof and income there from exclusively for charitable, religious, literary or educational purposes, either directly or by distributions to organizations qualified as exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 as now in force, or as it may hereafter be amended or supplemented.

2.2 Without in any way limiting or restricting the generality of the purposes aforementioned, nor on the other hand intending to enlarge or extend the same to include therein any activities other than such as are now or may hereafter be within the purposes of an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 as now in force, or as it may hereafter be amended or supplemented, the following illustrative of activities included within the authorized purposes of the corporation;

(01) To promote cooperation among civic, religious, governmental, and any other entities in North Idaho to preserve open space and land devoted to agricultural, forestry, wildlife habitat, and other rural land uses.

(02) To build, purchase, lease, operate and maintain appropriate facilities toward the fulfillment of purpose (01) above.

(03) To provide training and guidance to individuals or organizations involved in providing or wishing to engage in activities in accord with said purposes.

(04) To acquire and disseminate information relative to preserving these land uses, both directly and in cooperation with individuals and organizations having similar goals.

- (05) To sue or be sued before competent tribunals at the will of the directors or membership.
- (06) To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.
- (07) To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprises connected to the purposes herein established in any lawful way, so long as the same are of a non-profit nature.
- (08) To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes mortgages and debt instruments of any other person, firm or corporation.
- (09) To join or merge with any other group, firm association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.
- (10) To engage in other lawful purposes.
- (11) The corporation shall have members, as designated in the By-Laws.

2.3 This non-profit corporation shall have the power to do such things now or hereafter permitted or authorized by the laws of the state of Idaho which are now or may hereafter be within the purposes of an organization exempt under Section 501(c) (3) of Internal Revenue Code of 1954 as now enforced, or as it may hereafter be amended or supplemented.

ARTICLE 3.

LOCATION

3.1 The registered agent of this corporation is Jaye Smith whose office address is West 2950 East Riverview Drive, Coeur d'Alene, Idaho 83814.

ARTICLE 4.

DURATION

4.1 The duration of this corporation shall be perpetual.

ARTICLE 5.

INCORPORATORS

5.1 The names and post office addresses of the incorporators of this corporation are as follows:

NAME	ADDRESS
(1) Denise Clark	P.O. Box 1483 Coeur d'Alene, Idaho 83814

(2) Graydon Johnson	100 Meadowbrook Road Coeur d'Alene, Idaho 83814
(3) Judy Wiks	200 Highway 95 South Coeur d'Alene, Idaho 83814

ARTICLE 6.

DIRECTORS

6.1 The government of this corporation shall be vested in a Board of Directors consisting of three (3) or more persons as fixed by the By-Laws. The number of directors constituting the first Board of Directors of the corporation shall be three (3), and the names and addresses of the persons who are to serve as the first directors until the next annual meeting of the corporation or as otherwise provided in the By-Laws are as follows:

NAME	ADDRESS
(1) Virginia Johnson	100 Meadowbrook Road Coeur d'Alene, Idaho 83814
(2) Bill Richards	P.O. Box 461 Coeur d'Alene, Idaho 83816
(3) Judy Wiks	200 Highway 95 South Coeur d'Alene, Idaho 83814

ARTICLE 7.

LIABILITY

7.1 The members of the corporation shall not be subject to any personal liability for corporate obligations and any other corporate liabilities.

ARTICLE 8.

CAPITAL STOCK

8.1 This corporation shall have no capital stock.

ARTICLE 9.

PERSONAL COMPENSATION

9.1 This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its corporate purposes.

9.2 No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation or otherwise.

ARTICLE 10.

POLITICAL ACTIVITIES

10.1 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office, as defined by Section 501 (c) (3) of the Internal Revenue Code of 1954 as now enforced, or as it may hereafter be amended or supplemented.

ARTICLE 11.

ANNUAL MEETING

11.1 The corporation shall hold an annual meeting, the date, time, location and notice of which shall be determined in accordance with the By-laws.

ARTICLE 12.

DISSOLUTION

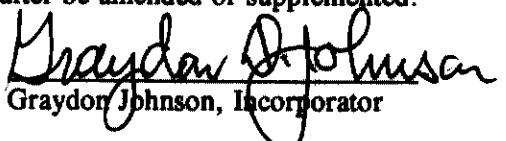
12.1 Upon the dissolution of the corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all liabilities, costs and expenses, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such one or more organizations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes as shall at the time qualify as exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 as now enforced, or as it may hereafter be amended or supplemented, as the Board of Directors shall determine. Should any of the assets of the corporation not be disposed of by the Board of Directors as herein-before provided, such assets shall be disposed of by the court of competent jurisdiction of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 13.

LIMITATION OF ACTION

13.1 Notwithstanding any other provision of these Articles of Incorporation or of any adopted By-law, the corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 as now enforced or as it may hereafter be amended or supplemented. The corporation shall not take any action or carry on any activity not permitted to be taken or

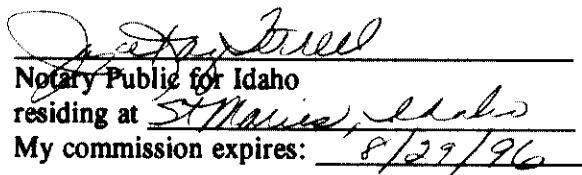
carried on by an organization, contributions to which are deductible under Section 170(c) (2) of such code as now in force, or as it may hereafter be amended or supplemented.


Graydon D. Johnson
Graydon Johnson, Incorporator

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 20 day of December, 1993, before me, a Notary Public, in and for the State of Idaho personally appeared Denise Clark, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public for Idaho
residing at St. Maries, Idaho
My commission expires: 8/29/96


Denise J. Clark