

State of Idaho

Department of State

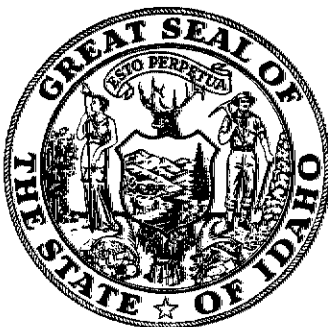
CERTIFICATE OF INCORPORATION OF

LOST IN THE 50'S, INC.
File number C 111399

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 LOST IN THE 50'S, 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 19, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

JUL 19 10 26 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
LOST IN THE 50's, INC.

IDAHO SECRETARY OF STATE

7/19/95 9:00:00 AM
Customer # 40083
TVC56003372 16384

CORPORATION NON PROFIT

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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is LOST IN THE 50's, INC.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the County of Bonner, State of Idaho. The address of the initial registered office is 1011 Poplar, Sandpoint, Idaho 83864, and the name of the initial registered agent at this address is Carolyn R. Gleason.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. The principal purpose for which this Corporation is being formed is to hold and sponsor fund raising activities for charitable purposes.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes,

the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted 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, or 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 the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets 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 V 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Carolyn R. Gleason	1011 Poplar Sandpoint, Idaho 83864
Saralee Transue	623 Lakeview Boulevard Sandpoint, Idaho 83864
William Transue	623 Lakeview Boulevard Sandpoint, Idaho 83864
Paul Perry	1011 Poplar Sandpoint, Idaho 83864
Marj Tilley	1011 Poplar Sandpoint, Idaho 83864
Betty O'Donnell	421 South 2nd Street Sandpoint, Idaho 83864

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts of proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation distribute all the assets of the Corporation consistent with the purposes of the Corporation [to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

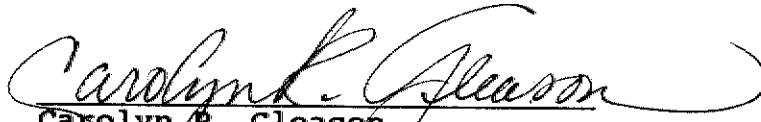
ARTICLE XI. INCORPORATORS.

The names and street addresses of the incorporators are Carolyn R. Gleason, 1011 Poplar, Sandpoint, Idaho 83864, Saralee Transue, 623 Lakeview Boulevard, Sandpoint, Idaho 83864, William Transue, 623 Lakeview Boulevard, Sandpoint, Idaho 83864, Paul Perry, 1011 Poplar, Sandpoint, Idaho 83864, Marj Tilley, 1011 Poplar, Sandpoint, Idaho 83864, Betty O'Donnell, 421 South 2nd Street, Sandpoint, Idaho 83864.


ARTICLE XII. BYLAWS.

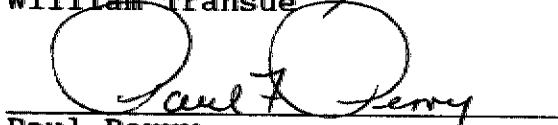
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

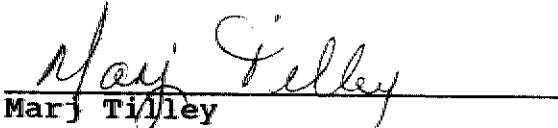
DATED this 1st day of July, 1995.


Carolyn R. Gleason


Saralee Transue


William Transue


Paul Perry


Marj Tilley


Betty O'Donnell