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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

FERNAN LAKE RECREATION AND CONSERVATION ASSOCIATION, INC.

Pursuant to the KNOW ALL MEN BY THESE PRESENTS, that Michael E. Reagan, being over the age of eighteen (18) years of age, and for the purpose of forming a corporation under the Idaho Non-Profit Corporation Act, hereby certifies and adopts, in duplicate, the following Articles of Incorporation.

FIRST: The name of the Corporation (hereinafter called "Association") is FERNAN LAKE RECREATION AND CONSERVATION ASSOCIATION, INC..

SECOND: This Association is organized pursuant to the Idaho Non-Profit Corporation Act, and is a tax exempt organization within the meaning of Section 528 of the Internal Revenue Service.

THIRD: The period of duration of the Association shall exist perpetual.

FOURTH: The purpose for which the nonprofit corporation is to be formed shall be:

Exclusively for charitable, educational and scientific purposes, limited to such defined purposes as would qualify the FERNAN LAKE RECREATION AND CONSERVATION ASSOCIATION as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

FIFTH: The Association shall have members consisting of any interested persons.

SIXTH: The street address of the initial registered office of the nonprofit corporation and the initial registered agent at such street address shall be:

MICHAEL E. REAGAN
1044 Northwest Blvd., Suite E
Coeur d'Alene, Idaho 83814

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SEVENTH: The board of directors shall be elected in whole by the membership of the Association at the annual meeting or as otherwise prescribed by the Bylaws of the nonprofit corporation.

EIGHTH: The number of directors constituting the initial board of directors of the nonprofit corporation shall be four (4). The names and addresses of the initial directors are:

| | |
|-------------------|---|
| Michael L. Perez | 3747 E. Sky Harbor Drive Coeur d'Alene, ID 83814 |
| William H. Miller | 4764 Fernan Lake Road Coeur d'Alene, ID 83814 |
| Randy McKahan | 3430 Bristol Avenue Coeur d'Alene, ID 83815 |
| James J. Myers | 106 Theresa Drive Coeur d'Alene, ID 83814 |

NINTH: The name and address of the initial incorporator is:

MICHAEL E. REAGAN
1044 Northwest Blvd., Suite E
Coeur d'Alene, Idaho 83814

TENTH: The nonprofit corporation shall have all lawful powers set forth in the Idaho Nonprofit Corporations Act and the Idaho Business Corporation Act; provided, no power shall exist except those permitted of an exemption organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ELEVENTH: The nonprofit corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the nonprofit corporation to tax under Section 4942 of the Internal Revenue Code;

The nonprofit corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Internal Revenue Code;

The nonprofit corporation shall not make any investments in such manner as to subject the nonprofit corporation to tax under Section 4944 of the Internal Revenue Code; and

The nonprofit corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the Internal Revenue Code.

Any reference herein to the Internal Revenue Code shall also refer to any corresponding section of any future tax code.

TWELFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein.

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, or corresponding section of any future federal tax code, or 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.

THIRTEENTH: 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 a public purpose.

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 is then 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.

For the purposes of forming this Association under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 30 day of July, 2003.


MICHAEL E. REAGAN, Incorporator