

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

NORTH IDAHO SPECIALTY FOODS ASSOCIATION, 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 NORTH IDAHO SPECIALTY FOODS ASSOCIATION, 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: January 28, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

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IDAHO SECRETARY OF STATE

# ARTICLES OF INCORPORATION

OF

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## NORTH IDAHO SPECIALTY FOODS ASSOCIATION, INC.

The undersigned acting as incorporators of a non-profit corporation organized under and pursuant to the IDAHO NON-PROFIT CORPORATION ACT, pursuant to Chapter 3, Title 30, Idaho Code to hereby adopt the following Articles of Incorporation for said Corporation.

### ARTICLE I.

The name of the Corporation is North Idaho Specialty Foods Association, Inc.

### ARTICLE II.

The Corporation is a non-profit corporation.

### ARTICLE III.

The period of duration of the corporation is perpetual.

### ARTICLE IV.

The location of this corporation is in the City of Sandpoint, Bonner County, Idaho. The address of the initial registered office is 804 Airport Way, Sandpoint, Idaho 83864 and the name of the initial registered agent at that address is John Thielbahr.

### ARTICLE V.

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

A.} To create, maintain and operate a group and cooperative association for the development of, production, and distribution of specialty foods.

B.} To provide training and assure safety and sanitation in the use of commercial kitchen facilities in the preparation, development, and marketing of specialty foods through the Bonner Business Center as designated by the Economic Development Council.

C.} To provide a cooperative group and organization for the obtaining of product liability insurance and any other business and commercial product coverage as the same may be deemed available to the members hereof.

D.} To be amended from time to time, including such purposes as educational and scientific activities within the meaning of exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code.

E.} To exercise any and all powers granted by law and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on a business for profit or to exercise any power or do any act that a corporation formed under this act may not at that times lawfully carry on or do.

#### ARTICLE VI.

No part of the net earnings or assets of this Corporation

shall be applied to the benefit of or be distributed to its members, directors, officers or other persons except that the Corporation is authorized and empowered to pay reasonable compensation for any services rendered and to make payments or distribution in furtherance of the purposes set forth in Article V. hereinabove. No substantial portion of the activities of this Corporation shall be the carry on of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. This Corporation shall not carry on or participate in any other activity not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as amended from time to time.

#### ARTICLE VII.

The Corporation shall have members who shall have such rights as provided in the act and are consistent with the authority that these Articles grant to the Board of Directors of this Corporation. Any person may become a member of this Corporation upon payment of the annual dues which shall be fixed by the Board of Directors. Further fees for the use of and access to the facilities and properties of the Bonner Business Center shall be assessed as determined by the Board of Directors.

#### ARTICLE VIII.

The affairs of this Corporation shall be managed by its

Board of Directors. The Board of Directors shall consist of not less than three individuals, each of whom at all times shall be a member of this Corporation. The actual number of Directors shall be fixed by the By-Laws of this Corporation which may be amended from time to time. The Directors shall be elected or appointed in the manner and for the term provided in the By-Laws of this Corporation.

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

John Thielbahr.....6368 Kaniksu Shores Circle  
Sandpoint, ID 83864

Karen Schubert.....1200 Westwood Drive, #48  
Sandpoint, ID 83864

Greg Bolen.....1312 Oak Street  
Sandpoint, ID 83864

Harry Menzer.....6370 Kaniksu Shores  
Sandpoint, ID 83864

Toni Crawford.....9290 Highway 95 N  
Sandpoint, ID 83864

Vicki McKelvy.....2100 Ponder Point Drive  
Sandpoint, ID 83864

David Clack.....3525 Baldy Mountain Road  
Sandpoint, ID 83864

#### ARTICLE IX.

Membership dues may be charged to all members in equal amounts or in different amounts or proportions upon different

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North Idaho Specialty Foods Association, Inc.

members or classes of members 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 as the Board may prescribe.

#### ARTICLE X.

Upon dissolution of the Corporation, the Board of Directors shall after paying or making provisions for the payment of all liabilities of the Corporation, distribute the assets of the Corporation consistent with the purposes of this Corporation to such organization or organizations as shall at that time qualify as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be distributed by the District Court of the First Judicial District of the State of Idaho, in and for the County of Bonner as such Court shall determine to be consistent with the purposes of the Corporation.

#### ARTICLE XI.

The name and street address of the incorporators of this Corporation are:

John Thielbahr.....6368 Kaniksu Shores Circle  
Sandpoint, ID 83864

Karen Schubert.....1200 Westwood Drive, #48  
Sandpoint, ID 83864

ARTICLE XII.

Provisions for the regulation of the internal affairs and operation of this Corporation shall be set forth in By-Laws.

DATED this 25<sup>th</sup> day of January, 1993.

  
JOHN THIELBAHR

  
KAREN SCHUBERT


STATE OF IDAHO

County of Bonner

} ss.

On this 25<sup>th</sup> day of January, 1993, before me, the undersigned Notary Public in and for said State, personally appeared JOHN THIELBAHR, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

  
NOTARY PUBLIC - State of Idaho  
Residing at: Jana Brown  
Commission expires: 12/10/97

STATE OF IDAHO

County of Bonner

} ss.

On this 25<sup>th</sup> day of January, 1993, before me, the undersigned Notary Public in and for said State, personally appeared KAREN SCHUBERT, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

  
NOTARY PUBLIC - State of Idaho  
Residing at: Jana Brown  
Commission expires: 12/10/97

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North Idaho Specialty Foods Association, Inc.