

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

DOWNTOWN SANDPOINT BUSINESS ASSOCIATION, INC.  
File number C 119381

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 DOWNTOWN SANDPOINT BUSINESS 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: May 5, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeWiese*

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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLE OF INCORPORATION  
OF

DOWNTOWN SANDPOINT BUSINESS ASSOCIATION, INC.

The undersigned, acting as incorporator pursuant to Idaho Code Section 30-3-16, hereby forms the following nonprofit corporation, which shall be controlled by and have the powers enumerated in the Idaho Nonprofit Corporation Act.

I

The name of the corporation is DOWNTOWN SANDPOINT  
BUSINESS ASSOCIATION, INC.

II

The period of its duration is perpetual.

III

The corporation is organized and will be operated to promote the common interests of the downtown business community of Sandpoint, Idaho, while retaining its historic character, through cooperative volunteer efforts to improve business conditions.

IV

The corporation is formed and shall be operated exclusively as a business league, as that term is defined in section 501 (c) (6) of the Internal Revenue Code of 1986, and, as such, no part of its net earnings shall be paid to, nor may any of its assets in liquidation be distributed to, any shareholder or other private individual.

IDAHO SECRETARY OF STATE  
DATE 05/05/1997  
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The corporation shall not make distributions, either in dissolution or otherwise, except as authorized in the Idaho Nonprofit Corporation Act.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of either section 501 (c) (3) or section 501 (c) (6) of the Internal Revenue Cod of 1986, 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 Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### V

The corporation shall have members under qualifications set forth in bylaws adopted by the Initial Board of Directors named below at its organization meeting.

#### VI

The address of the initial registered office of the corporation is 1200 Westwood Court #37, Sandpoint, ID 83864. The name of the registered agent at such address is Chuck Bauer.

#### VII

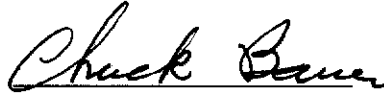
The number of directors constituting the Initial Board of Directors of the corporation is eleven (11), and they are:

President - Sean Donnelly, 220 Cedar , Sandpoint, ID  
Vice President - Marilyn Sabella, 326 N First Avenue, Sandpoint, ID 83864  
Secretary- Barbara Nicolich, 5th & Cedar, Sandpoint, ID 83864  
Treasurer - David Brown, 105 Pine, Sandpoint, ID 83864  
Director - Francis Ogilvie, 100 Cedar, Sandpoint, ID  
Director - Grant Merwin, 201 N 3rd Avenue, Sandpoint, ID 83864  
Director - Skip Jones, 1 Coldwater Creek Drive, Sandpoint, ID 83864  
Director - Beaner Johnson, 329 N First Avenue, Sandpoint, ID 83864  
Director - Barbara Peterson, 202 N Second Avenue, Sandpoint, ID 83864  
Director - Tom Mehler, 226 N First Avenue, Sandpoint, ID 83864  
Director - Nancy Hanson, 907 - 5th Avenue, Sandpoint, ID 83864

VIII

The name and address of the incorporator is Chuck Bauer, of  
P.O. Box 703, Sandpoint, ID 83864.

Dated this 22 day of April, 1997

  
Chuck Bauer, Incorporator