



**CERTIFICATE OF INCORPORATION  
OF**

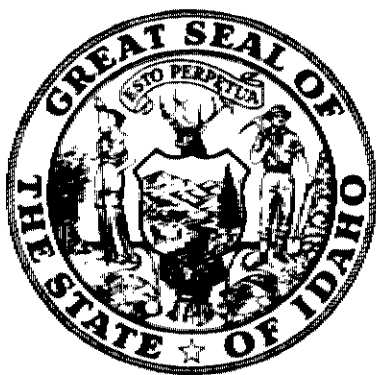
**LEWIS CLARK AIR FESTIVAL, INC.**

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 \_\_\_\_\_  
**LEWIS CLARK AIR FESTIVAL, 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 November 21, 19 88.



SECRETARY OF STATE

Corporation Clerk

NOV 21 10 15 AM '88

SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
LEWIS CLARK AIR FESTIVAL, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be LEWIS CLARK AIR FESTIVAL, INC.

ARTICLE II  
Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III  
Non-Profit Corporation

This corporation shall be a non-profit corporation.

ARTICLE IV  
Purpose

The purposes for which this corporation is formed are as follows:

1. To plan and administer community service programs specifically including an aviation festival, demonstration or exhibit at the Lewiston-Nez Perce County Airport.

2. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations as hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes, either directly or by contribution to organizations that qualify as exempt

organizations under 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Notwithstanding any of the other provisions of the Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

#### ARTICLE V Membership

This corporation shall have one class of members and each member shall pay the annual dues established by the Board of Directors. Each member shall have one vote and members votes will be cast solely for the purpose of electing the Board of Directors.

#### ARTICLE VI Board of Directors

The business of this corporation shall be managed by the Board of Directors, the initial number of which shall be ten (10). The number of Board of Directors shall be fixed by the Bylaws and the number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
Mike Martin	P.O. Box 699 Lewiston, Idaho 83501
Gregory T. Reed	210 Thain Road Lewiston, Idaho 83501
Terry Kolb	P. O. Box 937

	Lewiston, Idaho 83501
David T. Self	128 Main Street Lewiston, Idaho 83501
Paul E. Thompson	2108 1st Avenue North Lewiston, Idaho 83501
William Vern McCann, Jr.	1027 Bryden Avenue Lewiston, Idaho 83501
Darrel Inman	P.O. Box 856 Lewiston, Idaho 83501
Richard C. Rogers	P.O. Box 1206 Lewiston, Idaho 83501
Richard D. Nelson	1205 Vineyard Lewiston, Idaho 83501
Patrick J. Nuxoll	P. O. Box 555 Lewiston, Idaho 83501

#### ARTICLE VII Registered Office and Agent

The address of the initial registered office of the corporation is P.O. Box 90, 1122 Idaho Street, Lewiston, Idaho. The registered agent of the corporation shall be Mike Martin, whose address is 1122 Idaho St., Lewiston, Idaho.

#### ARTICLE VIII Internal Affairs

The provisions for the regulations of internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation are:

a. No Private Benefit. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation or any private individual, (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, 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.

b. Legislative and Political Activities. 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) and political activities on behalf of any candidate for public office.

c. Distribution of Assets Upon Dissolution. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent laws.

#### ARTICLE IX Amendment

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote of the Board of Directors. The proposed amendment shall be adopted upon receiving at least a majority vote of the Directors.

#### ARTICLE X Non-Profit

This corporation is not organized for profit. There shall be no capital stock and membership shall be determined pursuant to the provisions of these Articles. Private property of the Directors or members shall not be liable for the debts of the corporation.

#### ARTICLE XI Bylaws

The Directors of the corporation shall have the power to adopt Bylaws consistent with the laws of the State of Idaho and these Articles which shall provide and shall designate the manner in which the purposes of the corporation shall be carried out.

ARTICLE XII  
Incorporators

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Mike Martin	P. O. Box 699 Lewiston, Idaho 83501
Patrick J. Nuxoll	P. O. Box 555 Lewiston, Idaho 83501
William Vern McCann, Jr.	1027 Bryden Avenue Lewiston, Idaho 83501

IN WITNESS WHEREOF, the incorporators hereinabove named have set their hands in duplicate this 18<sup>th</sup> day of November, 1988.

  
Mike Martin

  
Patrick J. Nuxoll

  
William Vern McCann, Jr.

STATE OF IDAHO            )  
                                  )ss.  
County of Nez Perce)

On this 18th day of November, 1988, the undersigned a Notary Public in and for said State, personally appeared Mike Martin, known to me to be the persons whose name is subscribed to the foregoing instrument an acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Sharon Carney  
Notary Public in and for the  
State of Idaho, residing at  
Lewiston, therein.  
My Commission Expires: 5/5/94

STATE OF IDAHO            )  
                                  )ss.  
County of Nez Perce)

On this 18th day of November, 1988, the undersigned, a Notary Public in and for said State, personally appeared Patrick J. Muxoll, 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 affixed my official seal the day and year in this certificate first above written.

Sharon Carney  
Notary Public in and for the  
State of Idaho, residing at  
Lewiston, therein.  
My Commission Expires: 5/5/94

STATE OF IDAHO       )  
                              )ss.  
County of Nez Perce)

On this 18th day of November, 1988, the undersigned, a Notary Public in and for said State, personally appeared William Vern McCann, Jr., 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 affixed my official seal the day and year in this certificate first above written.

Sharon Carney  
Notary Public in and for the  
State of Idaho, residing at  
Lewiston, therein.  
My Commission Expires: 5/5/94