

FILED EFFECTIVE

Amended and Restated
ARTICLES OF INCORPORATION
OF

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Two Degrees Northwest: Where Art Meets the Land, Inc.

SECRETARY OF STATE
STATE OF IDAHO

(an Idaho Non-Profit)

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State

Amended Article I: Name.

The name of the Corporation is **Two Degrees Northwest: Where Art Meets the Land, Inc.**

Amended Article II: Nonprofit Status.

The Corporation is a nonprofit corporation.

Amended Article III: Period of Duration.

The period of duration of the Corporation is perpetual.

Amended Article IV: Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, in the State of Idaho. The address of the initial registered office is 520 W. 1st St., Moscow, Idaho, 83843, and the name of the initial registered agent is Lorie Higgins.

Amended Article V: Purposes.

The Corporation is organized and operated exclusively for the advancement of educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to the following:

- A. to support and conduct non-partisan research, education, and charitable activities

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to promote, protect, enhance and market the locally made foods, wines, arts, and crafts, and the sites, services and experiences unique to the region of north central Idaho and southeastern Washington; to enhance the economic, cultural, historical, and educational value of the region in a way that honors the customs, culture and traditions of all the people in the region; to strengthen the regional economy by supporting entrepreneurship, the arts, agriculture, and by developing rural and specialty tourism markets; to share information and resources locally and with other regions.

B. no substantial part of the activities of the Corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office;

C. to exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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.

Amended 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, any of its members, trustees, 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 exempt purposes.

No substantial part of the activities of the Corporation shall be for 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 or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

Amended Article VII: Members.

2DNW shall have a non-voting membership.

Amended Article VIII: Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Debi Anderson	305 Ledbetter Ct. Colfax, WA 99111
Kathleen Burns	P.O. Box 9920 Moscow, ID 83843
Elizabeth Carney	811 East E St. Moscow, ID 83843
Lorie Higgins	520 W. 1 st St. Moscow, ID 83843
Sherry Klaus	19322 Benewah Crk Rd Tensed, WA 83870
Christina St. Germaine	PO Box 53, Peck ID 83545
Laura Laumatia	P.O. Box 289, 401 Anne Antelope Rd Plummer, ID 83851
Ann McCormack	1225 N.W. Stadium Way Pullman, WA 99163
Keri Wilson	16047A Hwy 12 Clarkston WA 99403

Amended Article IX: Distribution on Dissolution.

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debt and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, 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 a court of competent jurisdiction 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.

Amended Article X: Incorporator.

The name and street address of the incorporator is Dr. Lorie Higgins, 520 W. First St. Moscow, Idaho, 83843.


Amended Article XI: Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Amended Article XII: Manner of Amendment Adoption

Each amended Article I – VIII, and each new Article IX – XII consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the Board of Directors. The amendments were approved by a unanimous vote of the Board of Directors. The date of adoption of the amendments was: February 3, 2009.

DATED this 20th day of March, 2009


Lorie Higgins, President


Elizabeth Carney, Vice President