



**CERTIFICATE OF INCORPORATION
OF**

POST FALLS TOURISM, INC.

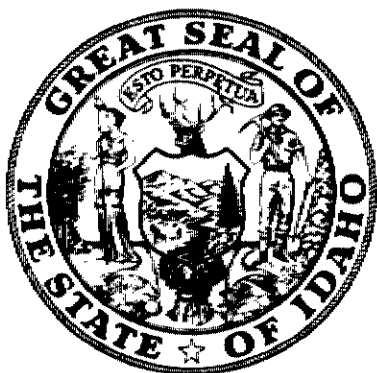
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

POST FALLS TOURISM, 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 October 19, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

A. Kinaman
Corporation Clerk

ARTICLES OF INCORPORATION
OF
POST FALLS TOURISM, INC.

ARTICLE I.

1909 OCT 19 11 3 09

NAME AND LOCATION OF CORPORATION

Section A. The name of this corporation shall be Post Falls Tourism, Inc.

ARTICLE II.

NON-PROFIT CORPORATION

Section A. This Corporation is organized as a non-profit Corporation, and consequently will not have profits.

ARTICLE III.

PERIOD OF DURATION FOR THE CORPORATION

The period of existence for Post Falls Tourism, Inc. shall be perpetual.

ARTICLE IV.

PURPOSE OF THE CORPORATION

Section A. To receive monies from any source, to promote tourism within the City Limits, of the city of Post Falls, Idaho.

ARTICLE V.

MEMBERS OF THE CORPORATION

The Corporation shall have one class of member, and a member must be qualified, by being an active member of the Post Falls Chamber of Commerce. Each member shall have one vote.

ARTICLE VI.

CORPORATE MANAGEMENT

Section A. The management and the internal affairs of the Corporation, shall be managed by a Board of Directors, who need be residents of the State of Idaho, and members of this Corporation.

Section B. OFFICERS The officers of this Corporation shall consist of a President, a Vice-President, a Secretary, and

a Treasurer. The By-laws shall provide that officers be elected by the Board of Directors, as provided in the By-laws. Elections shall be held at such time and in such manner as is prescribed in the By-laws.

Such other officers and assistant officers and agents, as may be deemed necessary, may be elected by the Board of Directors, or chosen in such other manner as may be prescribed by the By-laws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

Section A. The street address of the initial registered office of the Corporation shall be;

510 East 6th. Street
Post Falls, Idaho 83854

And the name of the Corporations' initial registered agent at such street address shall be;

Barbara Forgacs

ARTICLE VIII.

NAMES AND ADDRESS OF EACH INCORPORATOR

Section A. The following are the names and addresses of the initial Incorporator's of this Corporation as follows:

- | | |
|--|---|
| 1. Barbara Forgacs
P. O. Box 441
Rathdrum, Idaho 83858 | 5. Jan Clevenger
Box 233
Post Falls, Idaho 83854 |
| 2. James Dickinson
E. 2300 Rodkey Drive
Post Falls, Idaho 83854 | 6. Bruce McCandless
City Hall
Post Falls, Idaho 83854 |
| 3. Mark Miller
414 East 1st. Street
Post Falls, Idaho 83854 | 7. Fred W. Gabourie, Jr.
810 Spokane Street
Post Falls, Idaho 83854 |
| 4. Steve Flerchinger
1703 East 2nd. Street
Post Falls, Idaho 83854 | |

ARTICLE IX.

INITIAL BOARD OF DIRECTORS

Section A. The following are the names and addresses of the Directors constituting the initial Board of Directors as follows:

- | | |
|---|---|
| 1. Barbara Forgacs
P. O. Box 441
Rathdrum, Idaho 83858 | 5. Jan Clevenger
Box 233
Post Falls, Idaho 83854 |
| 2. James Dickinson
E. 2300 Rodkey Dr.
Post Falls, Idaho 83854 | 6. Bruce McCandless
City Hall
Post Falls, Idaho 83854 |
| 3. Mark Miller
414 East 1st. Street
Post Falls, Idaho 83854 | 7. Marilyn Deutsch
W. 5300 Jacklin Avenue
Post Falls, Idaho 83854 |
| 4. Steve Flerchinger
1703 East 2nd.
Post Falls, Idaho 83854 | |

ARTICLE X.

MEETINGS OF MEMBERS

Section A. Meetings of members shall be held, within the City Limits of Post Falls, Idaho. And an annual meeting shall be held at such time as is provided in the By-laws, and Directors' shall be elected at such annual meeting as the By-laws provide.

Section B. Special meetings of the members may be called by the President, by the Board of Directors', or by members having at least 1/10th. of the vote entitled to be cast at such meeting.

ARTICLE XI.

CLASSIFICATION OF DIRECTORS

Section A. This Corporation shall have seven Directors', that will be divided into three classes. The term of the office of the Directors' of the first class is to expire at the first annual meeting of the members after their election, and this class shall consist of two Directors'; The second class of Directors' is to expire at the second annual meeting after their election, and there shall be two of these Directors'; The third class of Directors' shall expire at the third annual meeting after their election, and shall consist of three Directors'. No classification of Directors' shall be effective prior to the

first annual meeting of the members.

ARTICLE XII.

INDEMNIFICATION OF OFFICERS, DIRECTORS

Section A. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether Civil, Criminal, Administrative, or Investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director, or Officer, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

DATED AND DONE this 17th day October, 1988.

Barbara Forgas
BARBARA FORGACS

James Dickinson
JAMES DICKINSON

Mark Miller
MARK MILLER

Steve Flerchinger
STEVE FLERCHINGER

Jan Clevenger
JAN CLEVINGER

Bruce McCandless
BRUCE MCCANDLESS

Fred W. Gabourie, Jr.
FRED W. GABOURIE, JR.