



CERTIFICATE OF INCORPORATION
OF

LEWIS CLARK ECONOMIC DEVELOPMENT CORPORATION

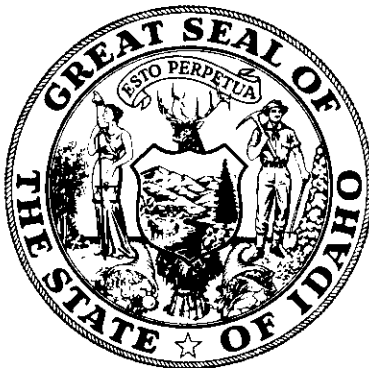
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LEWIS CLARK ECONOMIC DEVELOPMENT CORPORATION

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 _____ February 2 _____, 19 83 _____.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION OF
LEWIS CLARK ECONOMIC DEVELOPMENT CORPORATION

ARTICLE I - NAME

The name of the corporation is the Lewis Clark Economic Development Corporation.

ARTICLE II - NONPROFIT STATUS

The corporation formed herein is a nonprofit corporation.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

The purpose or purposes for which the corporation is organized are as follows:

1. The purpose of this corporation shall be to engage in any lawful activity authorized by Title 30 Chapter 1 and Chapter 3 of the Laws of the State of Idaho and by Chapter 24.03 of the Revised Code of Washington;
2. To promote and assist the growth and development of small business concerns including small businesses.
3. To benefit the community by fostering increased employment activities and expansion of business and industry;
4. To enter into, make and perform contracts of every kind or description;
5. To borrow or raise monies for any other purposes of the corporation and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or nonnegotiable instruments

ARTICLES OF INCORPORATION

KIM J. TROUT
ATTORNEY AT LAW
BOLLINGER PLAZA
SUITE 104
LEWISTON, IDAHO 83501
TELEPHONE: (208) 743-1234

and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

6. This corporation, in pursuit of the purpose or purposes set forth above, shall not undertake or participate in any political activity of any nature.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office is 1030 F Street, Lewiston, Idaho 83501. The name of the initial registered agent at such address is Richard Wiesler.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors is eleven (11) whose names and addresses are as follows:

Don Zirbel
Port of Clarkston
435 5th
Clarkston, WA 98403

John White
Ray J. White & Sons
1015 F
Lewiston, ID 83501

Robert Lund
Twin River National Bank
1507 G
Lewiston, ID 83501

John Taylor
Agricultural Insurance Administrators
Bollinger Plaza
Lewiston, ID 83501

Bill Seehafer
Zirbel Transport
420 28th N
Lewiston, ID 83501

Irish Clovis
Mayor of Clarkston
830 5th
Clarkston, WA 99403

Butch Alford
Lewiston Morning Tribune
505 C
Lewiston, ID 83501

Brian Shinn
Shinn-Reimers TV
724 6th
Clarkston, WA 99403

Tim Sullivan
First Federal Savings &
Loan of Walla Walla
6th & Elm
Clarkston, WA 99403

Dick Wyatt
R W Engineering Co.
101 Thain Road
Lewiston, ID 83501

Gene Mueller
Mayor of Lewiston
1134 F
Lewiston, ID 83501

ARTICLE VII - INCORPORATORS

The name and address of the incorporator is:

Robert Lund
Twin River National Bank
1507 G
Lewiston, ID 83501

ARTICLE VIII - MEMBERSHIP

Membership in the corporation including qualifications and conditions of membership, voting privileges, acceptance, discharge and numerical limitations thereof shall be fixed by the bylaws of the corporation. The qualifications and conditions of membership shall be subject to change by amendment of the bylaws without the necessity of amendment of these Articles of Incorporation.

ARTICLE IX - ASSESSMENTS

Assessments shall be levied upon all members of this corporation and shall be determined by the Board of Directors who shall fix the amount thereof from time to time and make them payable at such time as provided in the bylaws of this corporation or upon such notice in the bylaws of this corporation or upon such notice and by such methods as the said Board of Directors may prescribe.

Assessments shall be enforceable by action or by the forfeiture of membership or both. Upon notice given in writing twenty (20) days before commencement of such action or such forfeiture.

DATED this 11th day of January, 1982.


ROBERT LUND