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State of Idaho

Department of State

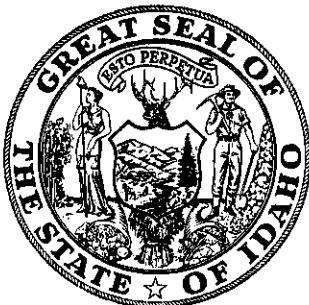
CERTIFICATE OF INCORPORATION OF

SELF-EMPLOYMENT ECONOMIC DEVELOPMENT COUNCIL, 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 SELF-EMPLOYMENT ECONOMIC DEVELOPMENT COUNCIL, 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: March 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherge Dubois*

**ARTICLES OF INCORPORATION
OF
SELF-EMPLOYMENT ECONOMIC DEVELOPMENT COUNCIL, INC. (SEED)**

RECEIVED
SEC. OF STATE

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KNOW ALL PEOPLE BY THESE PRESENTS: That, we, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

Name

The name of the corporation shall be the Self-Employment Economic Development Council, Inc.

II.

Nonprofit Corporation

The corporation shall be nonprofit.

II.

Registered Office

The location of the registered office of the corporation shall be 500 8th Avenue, Lewiston, Idaho 83501.

III.

Registered Agent

The name and address of the registered agent of the corporation are Helen LeBoeuf, 500 8th Avenue, Lewiston, Idaho 83501.

IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purposes

The purpose for which the nonprofit corporation is formed is to engage exclusively in nonprofit activities designed to promote the public interest, lessen the burdens of government, and combat community deterioration.

IDAHO SECRETARY OF STATE

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Specifically, the Corporation shall mobilize money and volunteer workers to assist residents of the seven county area including Asotin, Clearwater, Columbia, Garfield, Idaho, Latah, Lewis, Nez Perce, and Whitman counties, in organizing to improve economic conditions and self employment possibilities.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign for public office.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its 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 objects and purposes noted herein.

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in the following manner:(i) any remaining assets shall be given to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board shall determine.

VI.

Incorporators

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Becky Cawley	The Connection 333 Airway Avenue Lewiston, ID 83501
Mary Emery	Lewis-Clark State College 500 8th Avenue Lewiston, ID 83501
Helen LeBoeuf	Lewis-Clark State College 500 8th Avenue Lewiston, ID 83501
Sally Ledgerwood	Lewis-Clark Development Asc. 849 Port Way Clarkston, WA 99403

Sherie Maynard

Lasercomp
2801 Seaport Drive
Lewiston, ID 83501

Petrova Ashby Ruark

Walla Walla Community College
1470 Bridge Street
Clarkston, WA 99403

Tedi Roach

First Security Bank
9th & Main
Lewiston, ID 83501

Sharon Stamey

Lewis-Clark State College
500 8th Street
Lewiston, ID 83501

VII.

Directors

The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Becky Cawley	The Connection 333 Airway Avenue Lewiston, ID 83501
Mary Emery	Lewis-Clark State College 500 8th Avenue Lewiston, ID 83501
Helen LeBoeuf	Lewis-Clark State College 500 8th Avenue Lewiston, ID 83501
Sally Ledgerwood	Lewis-Clark Development Asc. 849 Port Way Clarkston, WA 99403
Sherie Maynard	Lasercomp 2801 Seaport Drive Lewiston, ID 83501
Petrova Ashby Ruark	Walla Walla Community College 1470 Bridge Street Clarkston, WA 99403
Tedi Roach	First Security Bank 9th & Main Lewiston, ID 83501

Said Board members shall hold office until the regular board with its members and numbers, and regular officers, are constituted and appointed by the initial Board through the corporation's articles and bylaws.

VIII.

Authority

Ultimate authority in the corporation shall reside in its Board of Directors.

IX.

Membership

The Members of the corporation shall consist of the Board of Directors. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

X.

Articles of Incorporation

These articles may be amended by vote of 2/3 of the members of the Board of Directors.

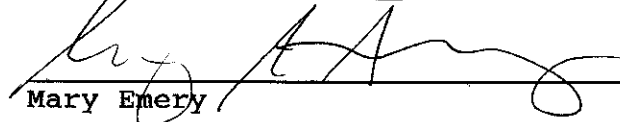
XI.

By-Laws

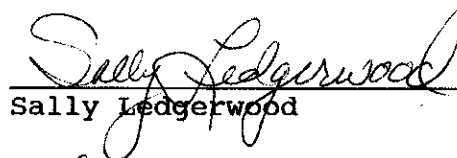
The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.


IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 26th day of February, 1993.


Becky Cawley

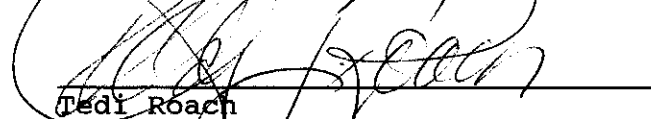

Mary Emery

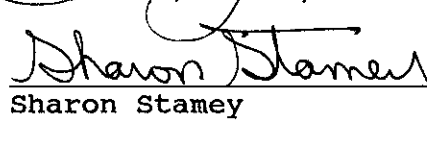

Helen LeBoeuf


Sally Ledgerwood


Sherie Maynard


Petrova Ashby Ruark


Tedi Roach


Sharon Stamey

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

On this 26 day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared BECKY CAWLEY, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Notary Public for Idaho
Residing at Minneapolis, Idaho
My Commission Expires: 1-3-98

(SEAL)

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

On this 26 day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared MARY EMERY, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Notary Public for Idaho
Residing at Minneapolis, Idaho
My Commission Expires: 1-3-98

(SEAL)

ARTICLES OF INCORPORATION - 6

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

On this 20th day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared HELEN LEBOEUF, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



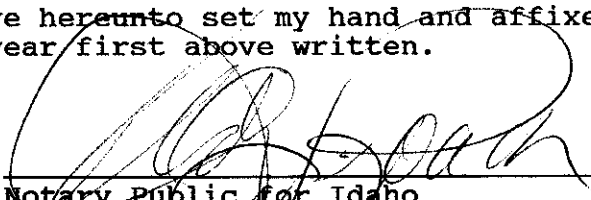
Notary Public for Idaho
Residing at Amuse, Idaho
My Commission Expires: 1-3-98

(SEAL)

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

On this 20th day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared SALLY LEDGERWOOD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Notary Public for Idaho
Residing at Amuse, Idaho
My Commission Expires: 1-3-98

(SEAL)

ARTICLES OF INCORPORATION - 7

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

On this 26th day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared SHERIE MAYNARD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Notary Public for Idaho
Residing at Amusee, Idaho
My Commission Expires: 1-3-98

(SEAL)

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

On this 26th day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared PETROVA ASHBY RUARK, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



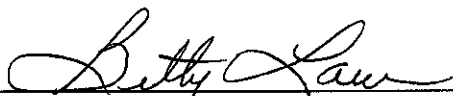
Notary Public for Idaho
Residing at Amusee, Idaho
My Commission Expires: 1-3-98

(SEAL)

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

On this 26th day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared TEDI ROACH, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



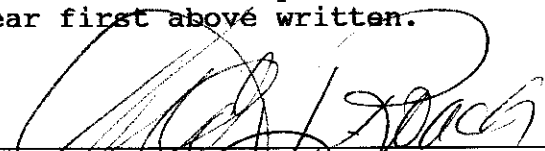
Notary Public for Idaho
Residing at Lemiston, Idaho
My Commission Expires: 3-23-95

(SEAL)

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

On this 26th day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared SHARON STAMEY, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Notary Public for Idaho
Residing at Shelburne, Idaho
My Commission Expires: 1-3-98

(SEAL)