

FILED

Dec 22 3 21 PM '99

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3/27/1999

ARTICLES OF INCORPORATION
OF
HISTORIC MOSCOW, INC.

IDAH0 SECRETARY OF STATE

12/22/1999 09:00
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The undersigned, acting as incorporator of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation shall be HISTORIC MOSCOW, 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 advance the educational, cultural, social and historic interests of the citizens of the City of Moscow and Latah County, through the provision of financial and other resources for the rehabilitation, restoration, and preservation of historic properties and facilities housed in and on such properties to retain and enhance the built environment and sense of community of the City of Moscow and Latah County.

2. To own and/or operate such historic properties and facilities in and on such properties to preserve historic properties and enhance the ability of citizens of the City of Moscow and Latah County and their guests and visitors to appreciate the historic properties and facilities associated therewith; to create facilities and activities for citizens to come together to celebrate community and create ties that bind them to each other and the beautiful City of Moscow, Latah County, and their environs.

3. To conduct any lawful activity in any lawful manner to further the purposes stated above.

ARTICLE V MEMBERSHIP

This corporation shall have one class of members and each member shall be appointed by the Board of Directors and 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 five (5). 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>
Linda Pall	304 East A Street, Moscow, ID 83843
D. Nels Reese	308 S. Hayes Street, Moscow, ID 83843
Joyce Reese	308 S. Hayes Street, Moscow, ID 83843
Richard J. Beck	418 East C Street, Moscow, ID 83843
Mary Jo Hamilton	1102 Orchard Avenue, Moscow, ID 83843

ARTICLE VII REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 109 South Washington Street, Suite 6, Moscow, Idaho, 83843 and postal address is PO Box 8656, Moscow,

Idaho 83843. The registered agent of the corporation shall be Linda Pall whose business is 109 South Washington Street, Suite 6, Moscow, Idaho, 83843 and whose home address is 304 East A Street, Moscow, Idaho 83843.

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 other 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 statement) 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) and 509(a)(1) or (2) 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 members. The proposed amendment shall be adopted upon receiving at least a majority vote of the members.

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 purpose of the corporation shall be carried out.

ARTICLE XII
INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

Name

Address

Linda Pall

304 East A Street, Moscow, ID 83843

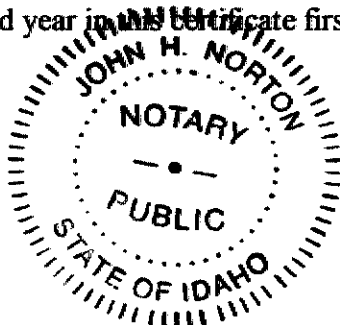
IN WITNESS WHEREOF, the incorporator hereinabove named has set her hand in duplicate this 16 day of December, 1999.

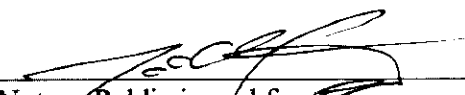

Linda Pall

STATE OF IDAHO)
) ss.
County of Latah)

On this 16th day of December, 1999, before me, the undersigned, a Notary Public in and for the State, personally appeared Linda Pall, known to me to be the person whose name is subscribed to the foregoing 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 in this certificate first above written.





Notary Public in and for the
State of Idaho, residing at
Moscow, therein.
My Commission expires: 11/07/05