



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INLAND EMPIRE BIRD CLUB, INCORPORATED

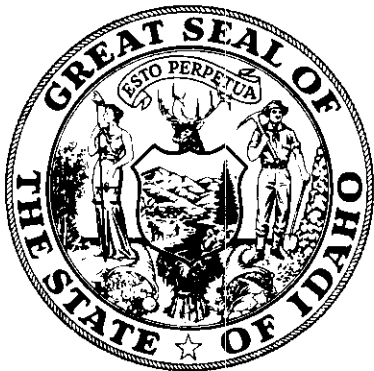
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INLAND EMPIRE BIRD CLUB, INCORPORATED

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 _____ **November 1** _____, 19 **85** .



Pete T. Cenarrusa

SECRETARY OF STATE

Larry J. Clark

Corporation Clerk

ARTICLES OF INCORPORATION
OF
INLAND EMPIRE BIRD CLUB, INCORPORATED
An Idaho Non-Profit Corporation

THAT I, the undersigned person, acting as the incorporator of a corporation under the provisions of and in accordance with the Idaho Non-Profit Corporation Act, IDAHO CODE 30-301 et seq, do hereby form and incorporate ourselves into a voluntary association for the purpose set forth below. The duration shall be until such time as the Secretary of State is notified of its termination.

ARTICLE I: NAME

This Corporation shall be known as the INLAND EMPIRE BIRD CLUB, INCORPORATED, by which name it shall contract and be contracted with, sue and be sued, and transact all of its business and the existence of said Corporation shall be perpetual.

ARTICLE II: REGISTERED OFFICE AND AGENT

The address of the initial and registered office of the Corporation shall be Post Office, Box 687, ^{202 Elder Building,} Coeur d'Alene, Idaho 83814. The name of the initial registered agent of the Corporation at such address shall be CHARLES H. KIMBALL.

ARTICLE III: PURPOSES

Said Corporation is organized exclusively for educational purposes as follows:

A. To form a permanent organization in the Inland Empire for the development and educational source for the care, breeding and betterment of bird species and their care, nutrition, training and general welfare.

ARTICLE IV: TAX EXEMPT RESTRICTION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons or any candidate for public office. Notwithstanding any other provision of this Article, 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 of 1954 (or the corresponding provision 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 of 1954 (or the corresponding provision of any future United States Internal law).

ARTICLE V: MEMBERSHIP

The Corporation will have members. Membership provisions will be stated in the By-Laws, and the management of its affairs shall be vested in its members pursuant to IDAHO CODE 30-314.

ARTICLE VI: DIRECTORS

(1) There shall be four (4) Directors, designated Trustees, serving on the Board of Trustees. The names and addresses of the first Board are the following:

ED JACOBSON, 1375 West Honeysuckle, Coeur d'Alene, Idaho 83814.

ARLENE PARKINS, East 3445 French Gulch Road, Coeur d'Alene, Idaho 83814.

MILDRED C. POKORNEY, 18425 North Highway 95, Hayden Lake, Idaho 83835.

FRANK SCHWITZER, 209 Williams Avenue, Post Falls, Idaho 83854.

(2) The term of the first Trustees shall be until replacements are duly elected and qualified as provided in the By-laws.

ARTICLE VII: OFFICERS

The initial Officers of the Corporation shall be a president, one or more vice-presidents, secretary, and treasurer. Other Officers may be created as deemed necessary by the Board of Trustees. No person shall simultaneously hold the offices of both president and secretary. Officers of the Corporation may also be Trustees.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the INTERNAL REVENUE CODE of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Kootenai County, Idaho, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator and registered agent, and principal organizer is as follows:

<u>Name</u>	<u>Address</u>
CHARLES H. KIMBALL	P.O. Box 687 Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has set his hand in duplicate this 30 day of October, 1985.

Charles H. Kimball

CHARLES H. KIMBALL, ESQ.
P.O. Box 687
Coeur d'Alene, Idaho 83814

STATE OF IDAHO)
 : ss,
County of Kootenai)

On this 30 day of October, 1985, before me, the undersigned Notary Public, personally appeared CHARLES H. KIMBALL, Attorney at Law, to me known to be the individual described in and who executed the within and foregoing instrument, and has acknowledged to me that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

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

Janet C. Goodsell
Notary Public for Idaho
Residing at: Coeur d'Alene
Commission expires: 2/4/91