

State of Idaho

Department of State

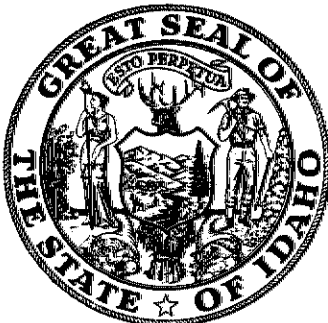
CERTIFICATE OF INCORPORATION OF

PANHANDLE COMMUNITY NET, INC.
File number C 114952

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 PANHANDLE COMMUNITY NET, 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: May 13, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl B. Davis*

ARTICLES OF INCORPORATION
Panhandle Community Net, Inc.

The following Articles of Incorporation are hereby submitted and certified pursuant to title 30, Chapter 3, Section 30-3-17 of the Idaho Nonprofit Corporation Act.

ARTICLE I
NAME

The name of the corporation is Panhandle Community Net, Inc.

ARTICLE II
NONPROFIT

The corporation is a nonprofit corporation.

ARTICLE III
DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV
PURPOSES

The purposes for which the corporation is formed are as follows:

A. To maintain a local electronic bulletin board service which makes accessible to all members of the Panhandle community both a broad range of information and a forum for open communication and the expression of diverse ideas.

B. To operate as a charitable, religious, educational, or scientific organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt under such section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V
MEMBERS

The corporation shall have members, under membership requirements as set forth in the corporation's bylaws.

ARTICLE VI
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article IV. 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 publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation *to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time in such manner as the board of Directors shall determine.* Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE VIII REGISTERED OFFICE

The street address of the corporation's initial registered office shall be East Bonner County Library District, c/o James Murray, 419 N. 2nd Ave., Sandpoint, ID, 83864, and the initial registered agent of the corporation shall be James Murray, at such address.

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the [members] of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:
Dominick Curto, 720 Vedelwood Circle, Sandpoint, ID, 83864
Charlotte Hoyer, 330 Huron, Sandpoint, ID, 83864
Bud Johnson, 160 Humbird Dr., Sandpoint, ID, 83864
Melody Martz, 790 W. Elmira Rd., Sandpoint, ID, 83864
James Murray, 301 Iberian Way, Sandpoint, ID, 83864
Ed Sansom, 165 Camp Bay Rd., Sagle, ID, 83860
Dale Welch, 324 S. Florence, Sandpoint, ID, 83864

ARTICLE X INCORPORATORS

The names and street addresses of the incorporators for this corporation are James Murray, 301 Iberian Way, Sandpoint, ID, 83864, and Bud Johnson, 160 Humbird Dr., Sandpoint, ID, 83864.

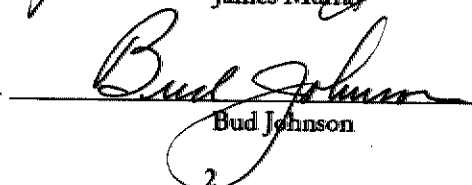
ARTICLE XI BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated this 2nd day of May, 1996.


James Murray

Dated this 2nd day of May, 1996.


Bud Johnson