



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTH IDAHO RESOURCES COUNCIL, INC.

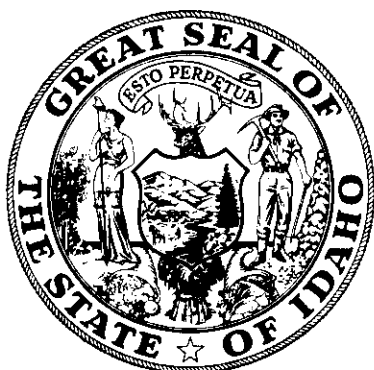
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NORTH IDAHO RESOURCES 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 July 1, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 1 8 46 AM '82
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

NORTH IDAHO RESOURCES COUNCIL, Inc.

as per Mr. McAdams, Jr. SECRETARY OF STATE

The undersigned, as incorporator of a non-profit corporation under the provisions of Idaho Code section 30-301 et seq, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1. Name

The name of the corporation is NORTH IDAHO RESOURCES COUNCIL, Inc. as per Mr. McAdams, Jr.

ARTICLE 2. Duration

The period of its duration is perpetual.

ARTICLE 3. Purposes

This corporation is organized for the following purposes:

(a) To foster economic development in Bonner County and Boundary County and to receive, administer and expend funds for such purpose.

(b) To engage in any non-profit activity that may lawfully be undertaken by a corporation organized under Idaho Code Section 30-301 et seq.

(c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation, and to do such acts and things and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

ARTICLE 4. Bylaws

The Board of Directors shall have the power to adopt, amend or repeal the bylaws of this corporation.

ARTICLE 5. FUNDS AND ASSETS

This corporation shall use its funds only to accomplish the purposes stated in these Articles, and no part of the funds of this corporation shall inure to the benefit of or be distributed to members of this corporation. In the event this corporation is dissolved, any net assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors, unless otherwise directed by law.

ARTICLE 6. Amendments

These Articles may be amended by majority vote to the Board of Directors at an Annual or Special meeting of the Board of Directors.

ARTICLE 7. Registered Office, Agent

The address of the initial registered office of this corporation is 104 Superior, Sandpoint, Idaho 83864 and the name of its initial registered agent at such address is James W. Semick.

ARTICLE 8. Initial Board of Directors

The name of directors constituting the initial Board of Directors of the corporation is 7 plus 2 alternates. The names and addresses of the persons who are to serve as the initial directors are:

BONNER COUNTY

Craig Burkhardt, Box 669, Priest River, Id., 83856
Bill Pagano, Rt. 1, Box 50, Sagle, Id., 83860
Jim Semick, Rt. 2, Box 200N, Sandpoint, Id., 83864
Winston Cook, 504 Lakeview Lane, Sandpoint, Id., 83864
Robert Fisher (Alternate), Box 1, Sandpoint, Id., 83864

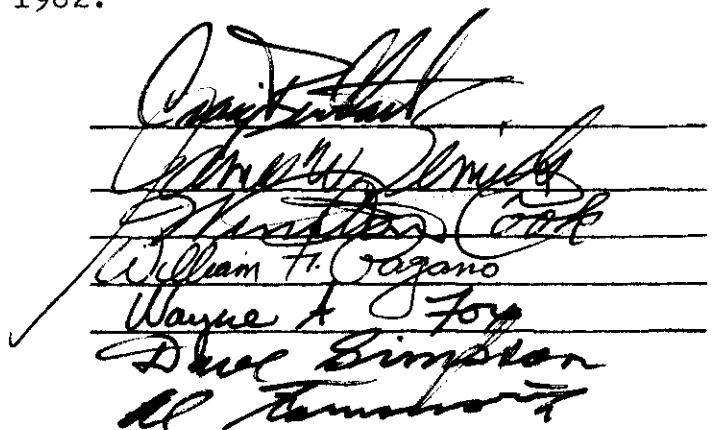
BOUNDARY COUNTY

Al Farnsworth, Rt. 1, Bonners Ferry, Id., 83805
Dave Simpson, Star Rt. 2, Box 192, Bonners Ferry, Id., 83805
Wayne Fox, Star Rt. 2, Box 189A, Bonners Ferry, Id., 83805
Leonard Brant (Alternate) Box 514, Bonners Ferry, Id., 83805

ARTICLE 9. Incorporators

Craig Burkhardt, Box 669, Priest River
Bill Pagano, Rt 1, Box 50, Sagle
Jim Semick, Rt 2, Box 200N, Sandpoint
Winston Cook, 504 Lakeview Lane, Sandpoint
Al Farnsworth, Rt 1, Bonners Ferry
Dave Simpson, Star Rt 2, Box 192, Bonners Ferry
Wayne Fox, Star Rt 2, Box 189A, Bonners Ferry

In witness we, the undersigned, have hereunto set our hands and seals and caused these Articles of Incorporation to be executed this 21st day of May, 1982.



STATE OF IDAHO)
 : ss
BONNER COUNTY)

CRAIG BURKHART and JAMES W. SEMICK

Crystal O'Neil
Lape, Idaho

STATE OF IDAHO)
 : ss
BONNER COUNTY)

BILL PAGANO, WINSTON COOK, AL FARNSWORTH, DAVE SIMPSON and WAYNE FOX

Capt. [Signature]