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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FRIENDS OF MASSACRE ROCKS STATE PARK, INC.

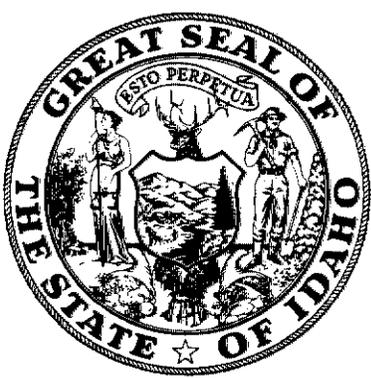
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FRIENDS OF MASSACRE ROCKS STATE PARK, 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 October 26, _____, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth D. Myhall
Corporation Clerk

ARTICLES OF INCORPORATION
OF
FRIENDS OF MASSACRE ROCKS STATE PARK, INC.

RECORDED
SEC. OF STATE
39 OCT 26 11 8 45

I

The name of this corporation is Friends of Massacre Rocks State Park, Inc., and its existence shall be perpetual.

II

A. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Act for charitable purposes.

B. The specific purpose of this corporation is to promote the educational and interpretive activities of the Idaho Department of Parks and Recreation principally in Massacre Rocks State Park, Inc.

III

The name and address in the State of Idaho of this corporation's initial registered office and the name of its initial registered agent for service of process is: Max Newlin, Massacre Rocks State Park, American Falls, Idaho 83211.
3592 N Park Ln.

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any othe 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 (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to

the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, or all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

VI

The names and addresses of the directors constituting the initial board of directors are:

1. Margaret McNamara, 754 Bannock, American Falls, Idaho 83211
2. Linda W. Zimmer, 462 Arthur, American Falls, Idaho 83211
3. Brett Crompton, 804 Eisenhower, American Falls, Idaho 83211
4. Marla Egbert, 371 Van Buren, American Falls, Idaho 83211
5. L. Max Newlin, 3592 N Park Ln., American Falls, Idaho 83211

VII

This corporation shall have the number of directors as established in the By-Laws, but no less than five (5). The executive secretary shall be an appointed member of the board of directors and shall not be elected by the members. The remaining directors shall be elected by the members at the annual meeting or as is otherwise provided in the By-Laws, with the directors divided into either two (2) or three (3) classes, each class to be as nearly equal in number as possible, the term of office of directors of the first class to expire at the first annual meeting of members after their election, that of the second class to expire at the second annual meeting after their election, and that of the third class, if any, to expire at the third annual meeting after their election. At each annual meeting, after such classification, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting, if there be two classes, or until the third succeeding annual meeting, if there be three classes.

IN WITNESS WHEREOF, the parties have hereunto set their hands and caused this instrument to be executed this 21st day of September, 1989, at American Falls, Idaho.

1. Margaret McNamara
2. Linda W. Zimmer
3. Brett Crompton
4. Marla Egbert
5. L. Max Newlin

