

# *State of Idaho*

## **Department of State**

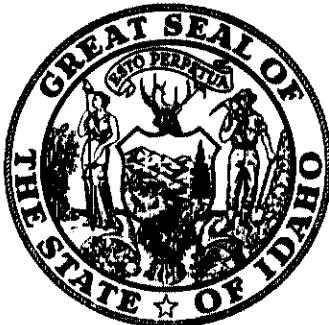
### **CERTIFICATE OF INCORPORATION OF**

**CARIBOU COUNTY DEVELOPMENT, 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 CARIBOU COUNTY DEVELOPMENT, 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: June 7, 1993



*Pete T. Cenarrusa*  
**SECRETARY OF STATE**

By *[Signature]* *[Signature]*

ARTICLES OF INCORPORATION  
OF  
CARIBOU COUNTY DEVELOPMENT, INC.

REC'D  
SEC. OF STATE  
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The undersigned, a majority of whom are citizens of the United States, acting under the Idaho non-Profit Corporation Act, adopt the Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is CARIBOU COUNTY DEVELOPMENT, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

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#### ARTICLE IV

Section 1. Purposes. The purposes for which this corporation is formed are, in general, to promote, sponsor and carry out industrial and economic development purposes and objectives; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of Caribou County and its incorporated communities.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. 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, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any

other provision of these Articles of Incorporation, 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 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 Revenue law).

Section 4. Dissolution of Corporation. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, 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 V

The corporation to be organized upon a nonstock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. The affairs of the

corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The private property of the members of this corporation shall be not liable for its corporate debts.

#### ARTICLE VI

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that the 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 of the corporate assets in dissolution of the corporation.

#### ARTICLE VII

This corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

#### ARTICLE VIII

The street address of its initial registered office (principal office) is: 159 South Main Street, P.O. Box 775, Soda Springs, ID 83276. The initial registered agent at such address is: Kirk Hansen.

#### ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is eight (8). The names and post office addresses of the persons who shall serve as the initial directors until the first annual meeting or until the successors are elected and shall qualify are:

Kirk Hansen, 9 West 2nd So., Soda Springs, ID 83276  
Gerald Tolman, 307 West Center St., Bancroft, ID 83217  
Bart Simmons, P.O. Box 286, Grace, ID 83241  
Edie Tracy, 481 So. 3rd East, Soda Springs, ID 83276  
Anna Maria Elgan, 983 So. 400 W., Grace, ID 83241  
Joan Farnsworth, 18 So. Main St., Grace, ID 83241  
N. Robert Jenkins, 213 So. 1st W., Bancroft, ID 83217  
Tony Varilone, 450 No. 730 E., Soda Springs, ID 83276

#### ARTICLE X

The name and street address of the incorporator is: Kirk Hansen, 9 West 2nd South, Soda Springs, ID 83276.

#### ARTICLE XI

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XII

The power to amend these Articles of Incorporation is expressly conferred upon the members.

DATED this 1<sup>st</sup> day of June, 1993.

Wilk R. Hansen

President

Attested by:

Brenda L. Erickson

Witness