



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTH IDAHO CULTURAL RESOURCE INFORMATION CENTER, 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 CULTURAL RESOURCE INFORMATION CENTER, 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 January 13th, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION OF
NORTH IDAHO CULTURAL RESOURCE INFORMATION CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE 1

The name of this corporation shall be the NORTH IDAHO CULTURAL RESOURCE INFORMATION CENTER, INC.

ARTICLE 2

The purpose of this corporation shall be to bring together persons interested in the history and cultural resources of North Idaho; to promote further interest in the heritage of this area; to gather information and materials relative to its archaeology, history and development; to promote educational programs concerning the region; to provide assistance and services for historical, archaeological and cultural resource survey, registration, planning and preservation compliance; to maintain a cultural resource center in the five northern counties of Idaho; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, and not prohibited for non-profit

corporations qualifying under Section 501(c)(3) United States Internal Revenue Code, but not for pecuniary profit. The corporation is organized exclusively for charitable, educational, and scientific purposes that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3

This corporation shall have perpetual existence.

ARTICLE 4

Qualifications of members shall be provided in By-laws of the corporation. The rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other members, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but such member shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out and to attain the objectives of this corporation.

ARTICLE 5

The number of directors of this corporation shall be not less than five nor more than ten, each of whom shall be a member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors shall be prescribed in the By-laws of the corporation. The board of directors shall have power to conduct all of the affairs of the corporation. The directors of this corporation are: Sharon Boswell, Rt. 1, Box 405A, Priest River, Idaho 83856; Nancy Renk, Rt. 1, Box 451, Sandpoint, Idaho 83864; George Gauzza and Lorelea Hudson, Rt. 1, Box 307B, Samuels, Idaho 83862; and Cort Sims, PO Box 310, Coeur d'Alene, Idaho 83814.

The officers of this corporation shall be a president, vice-president, and secretary-treasurer, and such other officers as the board of directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-laws of the corporation. Officers shall be chosen by and shall hold office during the pleasure of the board of directors.

ARTICLE 6

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-laws of the corporation.

ARTICLE 7

The registered agent of this corporation shall be Lorelea Hudson. Her business address is Gunnings Alley, Room 304, 212 North First Avenue, Sandpoint, Idaho 83864.

ARTICLE 8

Notwithstanding any term or provision of any article hereof, this corporation is organized and shall be operated exclusively for religious, charitable, scientific testing for public safety, literary or educational purposes, and no part of the net earnings of this corporation shall inure to the benefit of any private member or individual, and no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this 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, and the purposes of this corporation and the authorized activities of this corporation shall be limited to those specifically stated in this article, it being intended that the powers and purposes of this corporation shall be limited to those exclusively described in this article so that this corporation may enjoy exemption from taxation as an exempt organization under Internal Revenue Code 501(c)(3), and more specifically so that this corporation qualifies as an exempt organization under the provisions of said Section 501(c)(3), this corporation being organized solely for non-profitable purposes and more specifically for the non-profitable purposes of bringing together persons interested in the history

and cultural resources of North Idaho; to promote further interest in the heritage of the area; to gather information and materials relative to its archaeology, history and development; to promote educational programs concerning the region; to provide assistance and services for historical, archaeological and cultural resource survey, registration, planning and preservation compliance; to maintain a cultural resource center in the five northern counties of Idaho and engaging in acts incidental thereto, said purposes being in the promotion of social welfare, being non-profitable, and this corporation being organized and operated exclusively as herein stated. This corporation may engage in activities incidental to the purposes herein stated and in furtherance of those purposes may perform such acts and engage in such activities as are incidental hereto. This article shall be deemed to be a limitation upon the extent of activities that this corporation may engage in, and, except to the extent such activities are modified or restricted by the terms of this article, this corporation may perform all other acts described in all other articles of these Articles of Incorporation unless such acts are restricted, prohibited, or modified by the terms of this article.

ARTICLE 9

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that assets or property may be transferred only to a non-profit corporation or an agency of Government operated exclusively for charitable, educational, or scientific purposes as at that time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the directors shall determine, and having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to or contributed by such members,

either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. 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 10

These articles may be amended after 10 days written notice to all members, by a majority of the members voting at a regular meeting or at a special meeting called to consider amendments.

ARTICLE 11

The registered office of this corporation is at Gunnings Alley, Room 304, 212 North First Avenue, Sandpoint, Idaho 83864.

The names and addresses of the incorporators are:

SHARON A. BOSWELL - Route One, Box 405A, Priest River, Idaho 83856

LORELEA HUDSON - P. O. Box 1366, Sandpoint, Idaho 83864

NANCY F. RENK - Route One, Box 451, Sandpoint, Idaho 83864

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and caused this instrument to be executed in triplicate this 4th day of November, 1981.

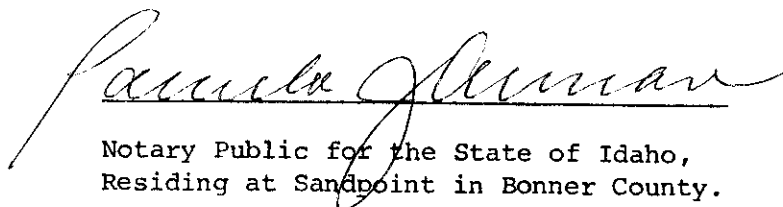
Sharon A. Boswell
SHARON A. BOSWELL

Lorelea Hudson
LORELEA HUDSON

Nancy F. Renk
NANCY F. RENK

STATE OF IDAHO)
) SS
COUNTY OF BONNER)

On this 4th day of November 1981, before me the undersigned,
a notary public in and for the State of Idaho, personally appeared
SHARON A. BOSWELL, LORELEA HUDSON, and NANCY F. RENK, personally
known by me to be the persons whose names are subscribed to the
foregoing Articles of Incorporation, and severally acknowledged to
me that they executed the same.


Notary Public for the State of Idaho,
Residing at Sandpoint in Bonner County.

My Commission expires February 7, 1984.