

82174

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of LAKE PEND OREILLE IDAHO CLUB, an Idaho corporation, into FRIENDS OF LAKE PEND OREILLE, INC., an Idaho corporation, duly executed pursuant to the provisions of the Idaho Business 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: December 11, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

ORIGINAL

Dec 11 10 35 AM '95

ARTICLES OF MERGER

SECRETARY OF STATE
STATE OF IDAHO

The following articles of merger are submitted pursuant to Idaho Code Section 30-3-102, by Friends of Lake Pend Oreille, Inc., an Idaho nonprofit corporation, as the surviving corporation under the attached plan of merger, wherein Lake Pend Oreille Idaho Club, Inc., an Idaho nonprofit corporation, shall be merged into Friends of Lake Pend Oreille, Inc., effective on filing of these articles.

Friends of Lake Pend Oreille, Inc. has no members. Lake Pend Oreille Idaho Club, Inc. has 449 active members, all of the same class, and all of whom voted in favor of this merger at a membership meeting after notice as required in Idaho Code Sections 30-3-50 and 30-3-101(4).

The board of directors of each corporation gave unanimous written approval to this merger.

No person other than the members and/or board of each corporation is required to approve this plan.

In witness whereof, these articles of merger are executed in duplicate on this 6th day of December, 1995.

FRIENDS OF LAKE PEND OREILLE, INC.

By

[Signature]
President

By

[Signature]
Secretary

ARTICLES OF MERGER -1
lpoic.aom

IDAHO SECRETARY OF STATE
DATE 12/11/1995 0900 20648

CK #: 9821 CUST# 6611

MERGER

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STATE OF IDAHO
County of Bonner

)

) ss

V E R I F I C A T I O N

William Schaudt, being first sworn, states that he is president of Friends of Lake Pend Oreille, Inc. and that he knows that the information set forth above is true and correct.

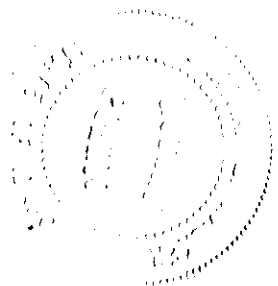


William Schaudt

SWORN AND SUBSCRIBED TO before me, the undersigned notary public for Idaho, on the 6th day of December, 1995.



Notary Public for Idaho
Residing at Sandpoint



ORIGINAL

DEC 11 10 35 AM '95

AGREEMENT AND PLAN OF MERGER

Pursuant to section 75 of the Idaho Nonprofit Corporation Act (the "Act"), the following constitutes the separate unanimous actions of the boards of directors of Lake Pend Oreille Idaho Club, Inc., an Idaho nonprofit corporation ("Disappearing Corporation"), and Friends of Lake Pend Oreille, Inc., an Idaho nonprofit corporation ("Surviving Corporation"), which action is taken as of November 1, 1995, both corporations being sometimes collectively referred to as herein as "Constituent Corporations", to wit:

Whereas the Disappearing Corporation is a corporation duly organized and in good standing under the laws of the State of Idaho, having been incorporated on September 22, 1986;

Whereas the Surviving Corporation is a nonprofit corporation whose Articles of Incorporation were duly filed by the Idaho Secretary of State on October 16, 1995 and presently has no members;

Whereas the Constituent Corporations have determined it is in their individual and collective best interest to merge their present and future activities into one corporation; and

Whereas the members of the Disappearing Corporation have approved the actions contemplated hereby, in a meeting called for that purpose under section 101(4) of the Act, as set forth at Exhibit A hereto;

Now, therefore, in consideration of and according to the undertakings set forth below, the Constituent Corporations shall be merged on the following terms and conditions, pursuant to sections 101 through 103 of the Act:

(1) Effective Date of Merger. The merger contemplated hereby shall be effected by, and effective as of, the filing of Articles of Merger with the Idaho Secretary of State, after compliance with applicable provisions of the Act, and a Certificate of Merger shall have been issued. The appropriate officers are hereby authorized and directed to so execute and file Articles of Merger.

(2) Effect of Merger. On the effective date of this merger, the separate existence of the Disappearing Corporation shall cease and, concurrently, all of the Disappearing Corporation's assets and other rights shall automatically vest in the Surviving Corporation, and all of the Disappearing Corporation's liabilities and obligations shall become those of the Surviving Corporation. Any proceeding by or against the Disappearing Corporation may be continued as if the merger had not occurred, or the Surviving Corporation may be substituted in any such proceeding for the Disappearing Corporation.

(3) Resulting Operational Status and Personnel. The Certificate of Incorporation, Articles of Incorporation,

Bylaws, officers and board of directors of Friends of Lake Pend Oreille, Inc. shall continue to be those of the Surviving Corporation until changed as provided by law. Nevertheless, after the effective date, the appropriate officers are hereby authorized and directed to change the name of the Surviving Corporation to "Lake Pend Oreille Idaho Club, Inc."

(4) Conversion of Memberships. On the effective date of this merger, each member in good standing of the Disappearing Corporation shall become a member in good standing of the Surviving Corporation, of the same class and with the same rights as any other members of the Surviving Corporation.

(5) Compliance with Federal Tax Laws. This merger is intended (a) to qualify for nonrecognition of gain under sections 354(a)(1) and 368(a)(1)(A) of the Internal Revenue Code and (b) to comply with the requirement of Treasury Regulation §1.501(c)(3)-1(b)(4), which addresses the distribution of assets on dissolution (merger) of an exempt organization.

(6) Application for Recognition of Exempt Status. The appropriate officers of the Surviving Corporation are hereby authorized and directed forthwith (a) to make application to the Internal Revenue Service for recognition of exempt status for the Surviving Corporation and (b) to compile and provide

with the next annual return of information to the Internal Revenue Service that information required in Treasury Regulation §1.6043-3(a)(1).

(7) Signatures. This Agreement shall be signed by the president and each member of the board of directors of each Constituent Corporation, which signatures shall serve as certification that each corporation has complied with the notice and approval requirements set forth in section 101 of the Act.

LAKE PEND OREILLE IDAHO
CLUB, INC.

By WJ Schmitt
Its President

FRIENDS OF LAKE PEND
OREILLE, INC.

By WJ Schmitt
Its President

Directors:

Jim Hahn
Le Coyle
Bary C. Hoagland
David J. Gerhart
Leo Hadley
Grant Hill
WJ Schmitt

Directors:

Alan Goett
Graig Brown
Don E. Hildner
Tom I. Cury
Harold J. Hoge