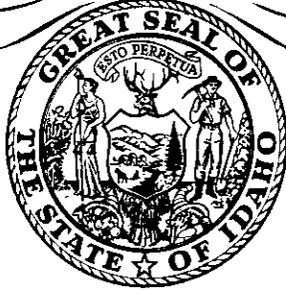


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

KAMIAH JAYCEES, INC.

was filed in the office of the Secretary of State on the **Second** day of **November,** A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **121** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Fifty years** from the date hereof, with its registered office in this State located at **Kamiah** in the County of **Lewis** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **November**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION OF THE KAMIAH JAYCEES, INC.

We, the undersigned, being all natural persons and citizens of the United States and residents of Kamiah, Lewis County, State of Idaho, do on this 28th day of February, 1962, hereby voluntarily associate ourselves together for the purpose of forming a corporation of social, educational, benevolent and charitable character under the laws of the State of Idaho, and we do hereby adopt and certify the following articles of incorporation, to-wit:

ARTICLE I.

That the name of this corporation shall be "Kamiah Jaycees, Inc."

ARTICLE II.

That the location of the principal office and the place where the principal business of said corporation is to be transacted is in the City of Kamiah, County of Lewis, State of Idaho.

ARTICLE III.

That the purpose for which said corporation is formed are as follows: To provide the younger business and professional men of the City of Kamiah a medium for training in citizenship and Chamber of Commerce work, to promote the civic, industrial and educational activities of the community, to secure and disseminate accurate information relating thereto, to support and promote legislation favorable thereto and to oppose legislation unfavorable thereto; to cooperate with the Kamiah Chamber of Commerce, or any other organization or individual, in advancing its program of usefulness to the city, state and nation; and to acquire, hold, own, use and dispose of in any manner all real and other property whatsoever as may be reasonably necessary for the purpose

of carrying into effect any one or more of the objects hereinbefore and hereinafter mentioned, and to mortgage, hypothecate, pledge, sell and otherwise dispose of said real or other property; to borrow money and to do all acts, and to make, execute and deliver all necessary instruments for the carrying on of the said purpose or purposes; and to enter contracts, to promote, manage, support, transact, or carry on any other business or businesses, whether manufacturing, trading, leasing, buying and selling, or either, or otherwise, which may seem to the corporation, capable of being conveniently carried on in connection with its business or interests or calculated directly or indirectly to enhance the value of or render profitable and useful any of the corporation's property or rights, so long as such business or activity is not forbidden by the laws of the State of Idaho;

To act as factor, broker, or commission agent and to buy, sell and handle goods, wares and merchandise under any lawful arrangement which to the corporation may seem proper; to acquire, own, use, enjoy sell and dispose of patents and patent rights, trade marks, copyrights, licenses and franchises of every kind whatsoever;

To borrow money, to lend money, and to evidence the indebtedness of the corporation by notes, bonds, or other instruments and to secure the same by pledge, mortgage, trust deed or other instruments as to the corporation may seem proper; to acquire and own the stock, bonds and securities of other corporations and while owning the same to exercise all the privileges of ownership consistent with the corporate character of this company;

To do any and all things convenient and incidental to the purposes herein expressed, and generally to have and exercise all such powers as are

by law conferred on corporations of like character, and without in any particular limiting any of the powers or purposes of the corporation;

The business and purposes of the corporation shall be from time to time to do any one or more, or all of the acts and things herein set forth, and all such other acts, things and business in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of any of its property or rights as such corporation may lawfully do; and in carrying on its business, or for the purpose of attaining any of its objects to do any and all things and to exercise any and all powers not prohibited by law, and either as or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in connection with others.

ARTICLE IV.

That the term of existence of this corporation shall be fifty (50) years from and after the date of incorporation.

ARTICLE V.

That this corporation has no capital stock

ARTICLE VI.

That the number of directors of this corporation shall be none (9). They shall have the management of the real estate of this corporation and their qualifications and terms of office, manner of election (except the first board of directors who were elected as set forth in Paragraph VIII hereof), time, place and manner of calling meetings and other powers and duties of the directors shall be prescribed by the by-laws.

ARTICLE VII.

The officers of this corporation shall consist of a president, two vice presidents, a treasurer and a secretary, and their qualifications, terms of office, manner of election, time, place and manner of calling meetings and other powers and duties of the directors shall be prescribed by the by-laws.

ARTICLE VIII.

That a duly called meeting of the members of this corporation was held at its meeting place in Harolds Club at Kamiah, Lewis County, Idaho, on the 28th day of February, 1962, at the hour of eight P.M., at which meeting a majority of the members present voted for the election of directors and that notice of the time and place of holding such meeting and election was given by publication thereof, for two weeks prior to the said meeting, in the Clearwater Progress, a weekly newspaper, published at Kamiah, Lewis County of Idaho, in the city where said election was held and was published in every issue thereof commencing with the 15th day of February, 1962, and ending with the 22nd day of February, 1962 and also by posting of a like notice in a conspicuous place in the building where such election was held for the same length of time immediately preceding such election, said notice being posted in Harolds Club on the 14th day of February, 1962, and remained posted therein to and including the 28th day of February, 1962.

That at said meeting the following persons were duly elected directors of this corporation, for the term below indicated, by unanimous vote of the members present at said meeting, as follows:

For One Year:

1. Douglas Higgins
2. Larry McIntosh
3. Donald Simmons
4. Charles Doty
5. Kenneth Anderson
6. Don Hoagland
7. Emmett Wilkins

For Two Years:

8. Charles Parks
9. Jim Kerns

ARTICLE IX.

That the names of all of the incorporators of this corporation are as listed for directors in Article VIII hereof and that the post office address of each of said incorporators is Kamiah, Idaho.

ARTICLE X.

That at said meeting mentioned in Article VIII these articles of incorporation were by unanimous vote duly adopted and said persons so elected as directors were duly authorized and directed to execute and file the same for record and to duly incorporate said corporation for and on behalf of its members, according to law.

EXECUTED IN TRIPPLICATE ORIGINAL, this 28th day of February, 1962.

Douglas Higgins
Donald Simmons
Kenneth Anderson
Charles Doty
James E. Kerns 5

Larry McIntosh
Emmett Wilkins
Don Hoagland
Charles Parks

STATE OF IDAHO)
) ss.
County of Lewis)

On this 28th day of February, 1962, before me Edd Hancock, a Notary Public in and for the said State, personally appeared Douglas Higgins, Larry McIntosh, Donald Simmons, Charles Doty, Kenneth Anderson, Don Hoagland, Emmett Wilkins, Charles Parks and James Kerns, personally known to me to be the persons whose names are subscribed to the within articles of incorporation, and severally acknowledge to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Edd D. Hancock
Notary Public in and for the State of
Idaho, residing at Parma, therein.

(SEAL)

STATE OF IDAHO)
County of Lewis) ss.

Douglas Higgins, being first duly sworn, upon his oath deposes and says:

That he was the chairman of the meeting and one of the officers that conducted the election referred to in the foregoing Articles of Incorporation and that Charles Doty was the secretary of the said meeting; that notice of the said meeting was given as set out in the said Articles of Incorporation, and as required by law; that a majority of the members who were present at such meeting voted at the said election and that the results of said election are as set forth in said Articles of Incorporation, and that the said election was held at Harolds Club in Hamiah, Idaho; that affiant is one of the incorporators named in said Articles of Incorporation and has read the same and that the matters and facts therein stated are true as he verily believes.

Douglas Higgins
SUBSCRIBED AND SWORN TO before me this 28th day of February,

1962.

Ed D. Hancock
Notary Public in and for the State of
Idaho, residing at Hancock, Therein.

SEAL

STATE OF IDAHO)
) ss.
County of Lewis)

Charles Doty, being first duly sworn, upon his oath deposes and says:

That he was the secretary of the meeting held as mentioned in the foregoing Articles of Incorporation and was one of the officers conducting said election then and there held, and that Douglas Higgins was the chairman of, and the only other officer connected with said meeting and election there held; that the majority of the members of said association who were present at such meeting voted at such election and the result of said election was as set forth in said Articles of Incorporation.

That he caused due notice of the meeting and of the election of directors and the adoption of said Articles of Incorporation, as above set forth, to be published for two weeks immediately prior to said meeting, as set forth in said Articles of Incorporation, and that he caused notice of said meeting to be posted for two weeks prior to said meeting, as set forth in said Articles of Incorporation, and that he has read the foregoing Articles of Incorporation and believes the matters and facts therein stated are true.

Charles E. Doty

SUBSCRIBED AND SWORN TO before me this 28th day of February, 1962.

(SEAL)

Ed D. Hancock
Notary Public in and for the State of Idaho, residing at Hammer, therein.