

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

KOOTENAI RIVER DAYS, 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 _____

KOOTENAI RIVER DAYS, INC.

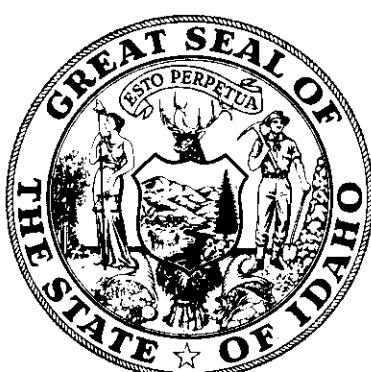
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 July 31, 19 81.

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk



WILSON & WALTER
ATTORNEYS AT LAW
P. O. BOX 749
BONNERS FERRY, IDAHO
83805
TELEPHONE: 267-3127

ARTICLES OF INCORPORATION
OF
KOOTENAI RIVER DAYS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-301 et seq. as amended, and the general corporation laws of this State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate not for profit, for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of this corporation is KOOTENAI RIVER DAYS, INC.

II.

P U R P O S E S

The purpose of this organization shall be:

To establish, operate and maintain a community function and community recreation project including but not limited to the operation of games, contests, exhibits, and the issuing of licenses and franchises to other individuals, corporations, organizations and groups for the operation of games, contests, exhibits, and other methods of recreation and amusement in conjunction with the corporate operation.

To establish and maintain a celebration to honor the history of the area and to acknowledge the current economic functions of the area and in conjunction therewith to issue franchises and licenses for the above mentioned operations and purposes.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any

of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

A N D A G E N T

The location is in Boundary County, Idaho; and the post office address of the registered office of the corporation in the State of Idaho is 107 East Kootenai, Bonners Ferry, Idaho 83805; and the name of the initial registered agent is John S. Langs, at the above address.

V.

M E M B E R S H I P

Any person shall be eligible to membership who qualifies under requirements as set from time to time in the By-laws. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

VI.

INCORPORATORS AND TEMPORARY DIRECTORS

The corporate powers of this corporation shall be vested in a Board of up to ten (10) directors as determined in the by-laws from time to time. To be a director a person must be a member. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws. The incorporators and temporary directors of this corporation are as follows:

John S. Langs, 107 E. Kootenai, Bonners Ferry, Idaho

Tim Foster, Meadowcreek Road, Bonners Ferry, Idaho

Mary Jean Leach, 107 E. Kootenai, Bonners Ferry, Idaho

IN TESTIMONY WHEREOF, we hereunto set our hands and affix our signatures this 15 day of July, 1981.

