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# State of Idaho

## Department of State

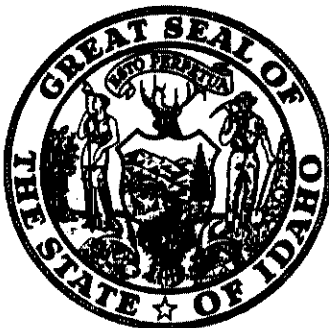
### CERTIFICATE OF INCORPORATION OF

LAROCCO FOR CONGRESS, 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 LAROCCO FOR CONGRESS, 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: April 30, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Angie Hahn*

ARTICLES OF INCORPORATION  
of  
LAROCCO FOR CONGRESS, INC.

ALL MEN BY THESE PRESENTS, that I, the undersigned,  
hereby form a non-profit corporation, pursuant to Idaho Code, Title  
30, Chapter 3, the Idaho Non-profit Corporation Act, and I hereby  
certify, declare and adopt the following Articles of Incorporation.

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SECRETARY STATE

ARTICLE I.

The name of this Corporation shall be LAROCCO FOR CONGRESS,  
INC.

ARTICLE II.

Duration. The period of existence and duration of the life of  
this Corporation shall be perpetual.

ARTICLE III.

Location. The location of the registered office of this  
Corporation shall be in Lewiston, County of Nez Perce, State of  
Idaho, and the address of the registered office of this Corporation  
shall be 312 Miller Street, Lewiston, Idaho 83501, and the name of  
its initial registered agent at such address is John R. Tait.

ARTICLE IV.

Purposes. The objects and purposes for which this Corporation  
is formed are exclusively nonprofit in character and consist of the  
following:

1. To advance the discussion of political, governmental and  
social issues and to promote the campaign of Larry LaRocco for  
election to the Congress of the United States.

2. In order to implement the foregoing paragraph, to carry out and provide for media and public speaking and other public appearances, to provide written materials and other public contacts which will promote and support such purposes.

3. To borrow or raise money for any of the purposes of the Corporation and in connection therewith to receive contributions and to grant collateral or other security, either alone or jointly with any other person, firm, or corporation, and to make and issue promissory notes, drafts, bonds, debentures, and other evidences of indebtedness.

4. In general, to exercise any, all and every right and power now or hereafter granted to non-profit corporations under the laws of the State of Idaho.

5. The purposes for which this Corporation is formed are not for pecuniary profit, and all funds and properties of this corporation shall be devoted to such purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

#### ARTICLE V.

Membership. The number and qualifications of members, the terms and conditions of membership, and the liability for fees for admission and/or dues or assessments for members shall be as set forth in the Bylaws of this Corporation.

No member shall have or acquire a greater interest in this Corporation than any other member, and the voting power and rights of the members of this Corporation shall be equal.

#### ARTICLE VI.

Certificates of Membership. The Corporation may issue certificates or other instruments evidencing membership rights to each member hereof who is in good standing in accordance with the criteria therefor set forth in the Bylaws, or the rules and regulations thereunder.

#### ARTICLE VII.

Liability. The officers, directors, employees and/or members of this Corporation shall not be individually liable for the corporation debts or other liabilities of any kind whatsoever. The private property of any member of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and, if membership certificates are issued, they shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the Corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director, employee or member of the Corporation shall be indemnified by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, director, employee or member (or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE VIII.

Rights Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making

provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation to such organization or organizations as said Corporation shall determine.

#### ARTICLE IX.

Board of Directors. Control and management of the affairs of this Corporation shall be vested in the membership, provided that certain responsibilities and duties of control and management may be delegated to the Board of Directors, which may also be referred to as a Board of Governors, as specified in the Bylaws. The maximum number of members of the Board of Directors shall be as prescribed by the Bylaws. The number of members of the Board of Directors, constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry LaRocco	Terrace Lakes Garden Valley, Idaho 83622
John R. Tait	312 Miller Street Lewiston, Idaho 83501
Christine B. LaRocco	Terrace Lakes Garden Valley, Idaho 83622

#### ARTICLE X.

Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a two-thirds (2/3) vote of the members, represented in person, at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XI.

Amendment of Bylaws. The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws as set forth therein for governance of the Board and for administration and regulation of the affairs of the Corporation, provided that any such Bylaws shall not be inconsistent with these Articles of Incorporation or with the constitution or laws of the State of Idaho or any other governmental entity duly constituted.

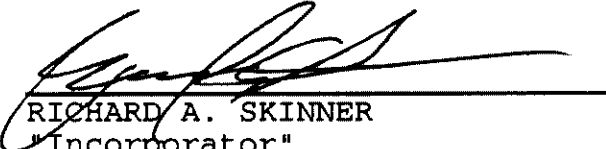
ARTICLE XIII.

The name and address of the initial incorporator is as follows:

RICHARD A. SKINNER

515 S. 6th Street  
Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned Incorporator has signed his name hereto the 30<sup>th</sup> day of April, 1992.

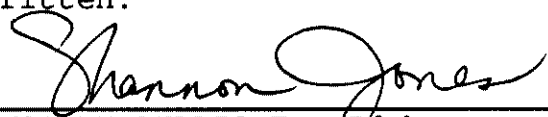
  
RICHARD A. SKINNER  
"Incorporator"

STATE OF IDAHO           )  
                                  : ss.  
County of Ada            )

On this 30<sup>th</sup> day of April, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD A. SKINNER, known to me to be the person whose name appears above, and acknowledged to me that he executed the same.

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

(SEAL)

  
NOTARY PUBLIC For Idaho  
Residing at Boise, therein.  
My Commission Expires 8-15-94