

State of Idaho

Department of State

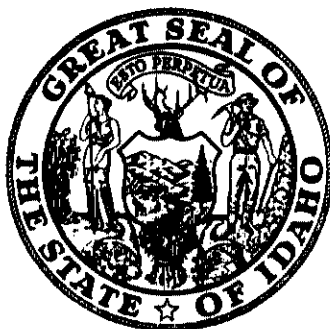
CERTIFICATE OF INCORPORATION OF

COMMUNITY ASSOCIATION FOR RESPONSIBLE PLANNING, 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 COMMUNITY ASSOCIATION FOR RESPONSIBLE PLANNING, 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: December 9, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

of

COMMUNITY ASSOCIATION FOR RESPONSIBLE PLANNING, INC.

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SEC. OF STATE

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The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is COMMUNITY ASSOCIATION FOR RESPONSIBLE PLANNING, INC.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The location of this corporation is in the City of Driggs, County of Teton, State of Idaho. The address of the initial registered office is 284 S. 50 W, ^{Victor} ~~Driggs~~, Idaho, and the name of the initial registered agent at this address is Marc Kessler.

IDaho SECRETARY OF STATE
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ARTICLE FIVE

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

1. To have the sole and exclusive purpose of encouraging and promoting responsible planning; to share information on land use regulations, process and the benefits of planning with the public and to encourage participation in the governing process; to conserve and protect open space and the agricultural land base in Teton Valley through public and private means; to protect wildlife habitat including the Teton River and its tributaries; to encourage the development of policies so that growth does not exceed the county's ability to provide services; to promote the development of a common future that recognizes the unique natural resources and cultural heritage of Teton Valley; to work towards improving the Comprehensive Plan by participating in the amendment process and by insuring that amendments to the Comprehensive Plan are in keeping with its goals, policies and intent; to promote a healthy social and economic environment in which economic development does not degrade our outstanding natural resources; and, to have no purpose nor engage in any activity which would not be consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954.
2. Charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).
3. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept

donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE SIX

SECTION 501(C)(3) LIMITATIONS

No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE SEVEN

MEMBERS

The corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these articles grant the board of directors of the corporation. Any person may become a member of the corporation upon election to the board of directors.

ARTICLE EIGHT

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its board of directors. The board of directors shall consist of not fewer than three (3) nor more than nine (9) individuals, each of whom, at all times, shall be a member of the corporation. The actual number of directors shall be fixed by the bylaws of the corporation. Other than the directors constituting the initial board of directors, who are designated in these articles, the directors shall be elected or appointed by the existing directors in the manner and for the term provided in the bylaws of the corporation.

The names and addresses of the persons constituting the initial board of directors are:

<u>Name</u>	<u>Address</u>
David Hensel	Box 81 Victor, ID 83455
Marc Kessler	284 S. 50 W Victor, ID 83455

Carole Lowe	219 Highland Way Victor, ID 83455
David Miller	218 Highland Way Victor, ID 83455
Julie Robinson	Box 81 Victor, ID 83455
Jake Schweers	10 East 500 South Victor, ID 83455
Juli Trapp	Box 194 Victor, ID 83455
Glenn Vitucci	219 Highland Way Victor, ID 83455

ARTICLE NINE

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the corporation consistent with the purposes of the corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the board of directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be

consistent with the purposes of the corporation.

ARTICLE TEN

INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
David Hensel	Box 81 Victor, ID 83455
Marc Kessler	284 S. 50 W Victor, ID 83455
Carole Lowe	219 Highland Way Victor, ID 83455
David Miller	218 Highland Way Victor, ID 83455
Julie Robinson	Box 81 Victor, ID 83455
Jake Schweers	10 East 500 South Victor, ID 83455
Juli Trapp	Box 194 Victor, ID 83455
Glenn Vitucci	219 Highland Way Victor, ID 83455

ARTICLE ELEVEN

BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

Dated this 31 day of October, 1993.



David Hensel



Marc Kessler



Carole Lowe



David Miller



Julie Robinson



Jake Schweers



Juli Trapp



Glenn Vitucci

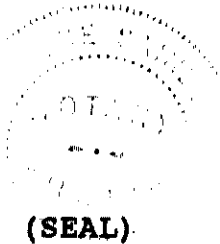
STATE OF IDAHO

County of Ada

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) ss.
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On this 31 day of October, 1993, before me, Brooke Saindon, a Notary Public in and for said State, personally appeared David Hensel, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.



Brooke Saindon
Notary Public for Idaho
Residing at: Diggs Rd. 83422
My Commission Expires: 7-23-94

STATE OF IDAHO

County of Ada

)
) ss.
)

On this 31 day of October, 1993, before me, Brooke Saindon, a Notary Public in and for said State, personally appeared Marc Kessler, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.



Brooke Saindon
Notary Public for Idaho
Residing at: Diggs Rd. 83422
My Commission Expires: 7-23-94

STATE OF IDAHO

County of 2 to

)
) ss.
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On this 31 day of October, 1993, before me,
Brooke Sanden, a Notary Public in and for said State,
personally appeared Carole Lowe, known or identified to me to be
the person whose name is subscribed to the within instrument, and
acknowledged to me that she 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.



Brooke Sanden
Notary Public for Idaho
Residing at: Biggs, Idaho 83422
My Commission Expires: 7-23-94

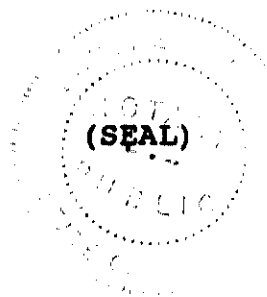
STATE OF IDAHO

County of 2 to

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) ss.
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On this 31 day of October, 1993, before me,
Brooke Sanden, a Notary Public in and for said State,
personally appeared David Miller, known or identified to me to be
the person whose name is subscribed to the within instrument, and
acknowledged to me that he 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.



Brooke Sanden
Notary Public for Idaho
Residing at: Biggs, Idaho 83422
My Commission Expires: 7-23-94

STATE OF IDAHO

County of Idaho

)
) ss.
)

On this 31 day of October, 1993, before me,
Brooke Shannon, a Notary Public in and for said State,
personally appeared Julie Robinson, known or identified to me to
be the person whose name is subscribed to the within instrument,
and acknowledged to me that she 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.

(SEAL)

Brooke Shannon
Notary Public for Idaho
Residing at: Boise, Idaho 83422
My Commission Expires:
7-23-94

STATE OF IDAHO

County of Idaho

)
) ss.
)

On this 31 day of October, 1993, before me,
Brooke Shannon, a Notary Public in and for said State,
personally appeared Juli Trapp, known or identified to me to be
the person whose name is subscribed to the within instrument, and
acknowledged to me that she 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.

(SEAL)

Brooke Shannon
Notary Public for Idaho
Residing at: Boise, Idaho 83422
My Commission Expires:
7-23-94

STATE OF IDAHO

County of Idaho

)
) ss.
)

On this 31 day of October, 1993, before me, Brooke Simon, a Notary Public in and for said State, personally appeared Jake Schweers, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Brooke Simon
Notary Public for Idaho
Residing at: Driggs, ID. 83422
My Commission Expires:
7-23-94

(SEAL)

STATE OF IDAHO

County of Idaho

)
) ss.
)

On this 31 day of October, 1993, before me, Brooke Simon, a Notary Public in and for said State, personally appeared Glenn Vitucci, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Brooke Simon
Notary Public for Idaho
Residing at: Driggs, ID. 83422
My Commission Expires:
7-23-94

(SEAL)