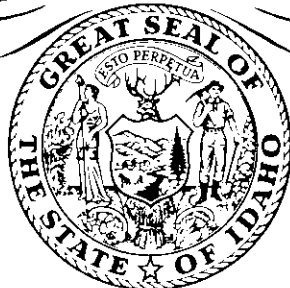


# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

THE BICENTENNIAL WORLDWIDE COMMITTEE, INC.

was filed in the office of the Secretary of State on the 21st day of December A. D. One Thousand Nine Hundred Seventy-six and will be is duly recorded on Film No. microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Panguitch in the County of Idaho and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 21st day of December A.D., 1976.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
BICENTENNIAL HORIZONS COMMITTEE, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, CARMELITA SPENCER, MARY FULTON, CLEAVE EIMERS, JIM BRADLEY, LONALEE HOOGLAND, all being of full age and citizens of the United States of America, with their Post Offices and addresses as hereinafter set forth in Article Five, desiring to form a nonprofit cooperative association under the laws of the State of Idaho, in such cases made and provided and with the objects and purposes as hereinafter set forth, do hereby, in order to form such associations, make, subscribe and acknowledge in triplicate the following Articles of Incorporation or Association and we each do hereby certify:

ARTICLE I.

The name of the corporation shall be "THE BICENTENNIAL HORIZONS COMMITTEE, INC."

ARTICLE II.

The term of the Association shall be perpetual.

ARTICLE III.

The location of the Association shall be Grangeville, Idaho, and the Post Office address of the incorporation shall be Route 2, Box 66, Grangeville, Idaho, 83530.

ARTICLE IV.

Said Association shall be operated solely by its members with the objects and purposes which are generally to promote, advise, encourage, finance, and otherwise deal with a museum and community building, which would include and house museum facilities for the City of Grangeville in Idaho County, Idaho, and provide an area meeting room for the general public and for the purposes of the use by senior citizens and other groups within the Grangeville, Idaho, or other Idaho County, Idaho area, and to give such committee and corporation, acting through its members, the proper authority for the construction, maintenance and perpetual existence of a museum and community meeting hall within, as aforesaid, for the Idaho County or Grangeville area for celebration of and as a monument to America's second century. All activities of said Association shall be non-profitable and it shall be authorized:

A. To promote, foster and encourage fellowship and the Bicentennial spirit among the members of this organization;

B. To provide a conduit for the receipt and collection of funds to be applied for the use, maintenance and building of a museum and meeting hall complex in Grangeville or such other place in Idaho County as the members may direct;

C. To cooperate with local civic enterprises in the city of Grangeville, Idaho County, Idaho, as well as other municipalities in the general area of the business office of the Association in the furtherance of the welfare of its inhabitants of any such municipalities for benefiting a museum and the making available of historical or other exhibits of interest;

D. To provide the members with meeting facilities, if necessary, and educational facilities commensurate with the purposes of the Association; to provide opportunities for its members to meet socially and to encourage social and philanthropic activities among its members dedicated to the perpetuation of a museum and community hall building in Grangeville or Idaho County;

E. To lease, buy, acquire, own and hold any real or personal property in the State of Idaho or elsewhere, which may in any way be necessary, requisite, or convenient for purposes as aforesaid, and capable of being used in connection with the objects and purposes of the Association, and also to mortgage, hypothecate, transfer, lease, exchange, trade and/or dispose of such real and/or personal property whenever it shall be in the interests of this Association and the purposes to do so; To delegate and to trust authorities necessary trust powers over funds of the corporation to carry out the purposes hereinbefore set forth and specifically for the building of a museum and described building complex;

F. To exercise and perform any and all powers which are incidental to or are in furtherance of any of its purposes which are permitted under the laws of the State of Idaho, and not inconsistent with the provisions of Chapter 10 of Title 29 of the Idaho Code Annotated as now existing or hereafter amended governing non-profit, cooperative associations, and further, to do all things permitted by said Chapter 10 of Title 29, Idaho Code Annotated, as now existing or as hereinafter amended.

#### ARTICLE V.

The names and addresses of the organizers and incorporators of this Association are:

Carmelita Spencer	Route 2 Grangeville, Idaho 83530
Mary Fulton	305 North Meadow Street Grangeville, Idaho 83530
Lonalee Hoogland	910 Crooks Street Grangeville, Idaho 83530
Cleave Eimers	620 South B Street Grangeville, Idaho 83530
Jim Bradley	c/o U.S. Forest Service 319 East Main Grangeville, Idaho 83530

#### ARTICLE VI.

The number of directors of this Association shall be fifteen (15), and the directors who shall serve for the first year or until the first election of directors shall be:

1. Carmelita Spencer
2. Connie Wright
3. Lonalee Hoogland
4. Carolyn Morris
5. Jim Bradley
6. Cleave Eimers
7. Joy Higgins
8. Carroll Adkison
9. Jack Kimball
10. Don Lindsley
11. Art Seamans
12. Mary Fulton
13. Zona Chedsey
14. Judith Leuck
15. Eleanor Wagner

No person shall be a director who is not a member of this Association. All vacancies in the Board of Directors or among the officers of the Association shall be filled by the remaining directors. Two-thirds (2/3) of the number of directors shall constitute a quorum, and every decision by a majority of such quorum shall be valid as an act of the Association. All meetings of the Board of Directors shall be held at such place as the By-Laws may provide, in Idaho County, Idaho.

#### ARTICLE VII.

These Articles may be amended according to the laws of the State of Idaho and by a majority of the members of this Association present at a meeting called for that purpose or by two-thirds (2/3) vote of the directors, **PROVIDED, HOWEVER,** that the original purpose of this Association shall not be altered and no member hereof shall ever be made individually liable for any debts of the Association.

#### ARTICLE VIII.

This Association shall not have or issue any capital stock, but it shall issue membership certificates only to each member thereof which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the Association, except by resolution of the Board of Directors, and under such regulations as the By-Laws may prescribe. In this Association, the rights and interests of all members shall be equal and no member shall have or acquire any greater interest or voting right therein than any other member. No member of this Association shall be individually liable at any time for any debts of the Association. No property shall ever be distributed to any individual member and no member shall have any individual interest in the assets and property of the Association.

ARTICLE IX.

Any person who is a citizen of the United States of America, and of legal age, and of responsible character, and who evidences an interest in the purposes of this Association, may become a member of this Association if approved by a majority vote of the Board of Directors.

ARTICLE X.

The officers of this Association shall be a President, Vice-President, Secretary, Treasurer, and shall have the authority to appoint such standing committees as are deemed advisable from time to time by the Board of Directors.

All of the officers shall be members of the Board of Directors and shall be chosen by the Board of Directors.

ARTICLE XI.

The regular meeting of this Association for the transaction of regular business and the election of directors shall be held on the first day of November of each year at such place as the directors shall designate in Idaho County, Idaho and shall commence at the hour of 7:00 o'clock P.M. unless such day be a legal holiday, then the meeting shall be on the next regular business day thereafter.

ARTICLE XII.

The undersigned do hereby expressly certify that pecuniary profit is not the object of this Association or the incorporators thereof, and that the same is not organized or to be conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any article of commerce or of produce of the soil, or of consumption by the people.

ARTICLE XIII.

That all other matters governing the operation and conduct of this Association shall be set forth in the By-Laws to be adopted under the laws and statutes of the State of Idaho in such cases made and provided.

IN WITNESS WHEREOF, we have set our hands and seals this 20th day of December, 1976.

James Stoddard Bradley  
Arnette H. Spencer

Mary G. Fulton  
Clave Emerson

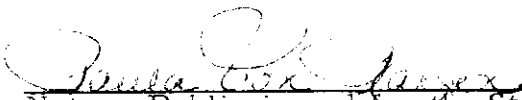
Louise Hargrave

STATE OF IDAHO )  
County of Idaho ) ss.

On this 20<sup>th</sup> day of December, 1976, before me, a Notary Public in and for the State of Idaho, personally appeared CARMELITA SPENCER, MARY FULTON, LONALEE HOOGLAND, CLEAVE EIMERS, and JIM BRADLEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged 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 first above written.

(NOTARY SEAL)

  
Notary Public in and for the State of  
Idaho, Residing at Grangeville, therein.