

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

EXCHANGE CLUB OF BLACKFOOT, INC.

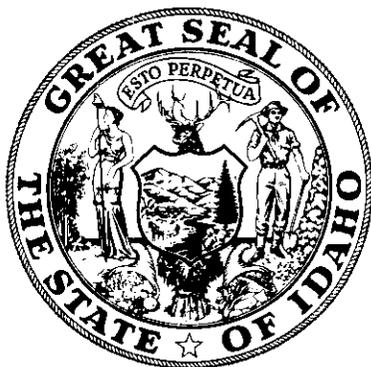
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

EXCHANGE CLUB OF BLACKFOOT, 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 May 9, 19 83.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

MAY 9 3 19 PM '83
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
EXCHANGE CLUB OF BLACKFOOT, INC.

We, the undersigned, natural persons of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 10, Title 30, of the Idaho Code, and all other laws of the State of Idaho pertaining thereto, and hereby adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I

The name of the corporation shall be:

EXCHANGE CLUB OF BLACKFOOT, INC.

ARTICLE II

The purpose for which the corporation is formed is as follows:

a. To exemplify the real meaning of Exchange in everyday business and professional life in a spirit of "Unity for Service," including an exchange of ideas, methods, information and an active interest in all local, state and national affairs, including dissemination of information which will produce an appreciation for the benefits of American citizenship and help make a better place to live.

b. To make and adopt such by-laws, rules and regulations for the admission, suspension and expulsion of its members, and for their government; for the collection of fees, dues and assessments; for the election and appointment of directors and other officers, and to define their duties; for the safekeeping and protection of its property and funds; and in general, to regulate, manage and preserve its property and interests.

c. To have power to acquire and hold any property, real or personal, by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for any of the purposes of the corporation, insofar as the same may be held by a corporation under the laws of the State of Idaho pertaining to non-profit corporations, and to convey, sell, lease, mortgage or dispose of such property, and to invest and reinvest the principal and deal with and expand the income therefrom in such manner as may be permitted by law and as, in the judgment of the directors, will best promote and serve the purposes for which the corporation is formed.

d. To have the right to do all and everything convenient and incidental, including the making and carrying out of any contracts, necessary, suitable or proper for the accomplishment of any of the purposes and objects and in furtherance of any of the powers set forth or growing out of or connected with the aforesaid purposes or powers, and generally to have and to exercise

all such powers as are by law conferred upon corporations of like character, and to do any and all things and to exercise any and all powers not prohibited by law, but not for pecuniary profit.

ARTICLE III

The corporation hereby formed is not organized and shall not 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, for sale or consumption.

Pecuniary profit to the corporation or to its members is not the object of this corporation, no pecuniary gain or profit is contemplated, and no part of any net earnings of the corporation shall inure to the benefit of any member, director or individual.

ARTICLE IV

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed as their interest appears, exclusively to charitable, religious, scientific, literary or educational organizations or the federal government, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they exist or as they hereafter may be amended.

ARTICLE V

The period of the duration of the corporation is perpetual.

ARTICLE VI

The location and Post Office address of the registered office of the corporation is:

Post Office Box 264, Blackfoot, Idaho 83221

The registered agent of the corporation is Ray M. Ross, located at 666 South Shilling, Blackfoot, Idaho 83221.

ARTICLE VII

The private property of the members shall not be liable for the debts and obligations of the corporation.

ARTICLE VIII

The corporation hereby formed shall have no capital stock, and shall be composed of members rather than shareholders.

The rights and interests of all members of the corporation shall be equal, and no member shall have, nor acquire a greater interest in the corporation than any other member; a membership list shall be maintained at the corporate address.

The number and qualification of members, the terms and conditions of admission, the fees for admission, the assessment of dues to carry on the business of the corporation, and other provisions for the regulation of the internal affairs of the corporation consonant with the objects of the corporation and not repugnant to the laws of the State of Idaho, shall be provided for in the by-laws of the corporation.

ARTICLE IX

The by-laws of the corporation may be altered, amended or new by-laws adopted at any regular or special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE X

These ARTICLES OF INCORPORATION may be amended after approval of the proposed amendment by the Board of Directors, at any regular or special meeting of the members of the corporation duly called upon at least ten (10) days' notice of the specific purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE XI

The number of directors of this corporation shall be six or more, the exact number and qualifications thereof to be established by the by-laws of the corporation.

The names and addresses of the initial board of directors who shall serve until their successors are elected or appointed and qualified, are as follows:

NAME

ADDRESS

Charles N. Graham

941 South Stout
Blackfoot, Idaho 83221

Craig Richardson

583 Wooton Way
Blackfoot, Idaho 83221

Ray M. Ross

666 South Shilling
Blackfoot, Idaho 83221

ARTICLE XII

The names and post office addresses of each of the incorporators are as follows:

Charles N. Graham

941 South Stout
Blackfoot, Idaho 83221

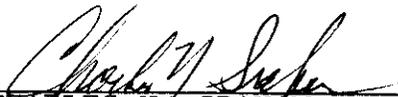
Craig Richardson

583 Wooton Way
Blackfoot, Idaho 83221

Ray M. Ross

666 South Shilling
Blackfoot, Idaho 83221

IN WITNESS WHEREOF, we, CHARLES N. GRAHAM, CRAIG RICHARDSON and RAY M. ROSS, being all of the incorporators hereinabove named, set our respective hands and seals this 28th day of April, 1983.



CHARLES N. GRAHAM



RAY M. ROSS



CRAIG RICHARDSON

STATE OF IDAHO)
) ss.
County of Bingham)

On this 28th day of April, 1983, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared CHARLES N. GRAHAM, CRAIG RICHARDSON and RAY M. ROSS, known to me to be the same and identical persons whose names are subscribed to the above and foregoing ARTICLES OF INCORPORATION, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Blackfoot, Idaho, this 28th day of April, 1983.

My cmn exprs: LIFE



Notary Public for State of Idaho
Residing at Blackfoot, Idaho