

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**PALOUSE PATCHERS, INC.**

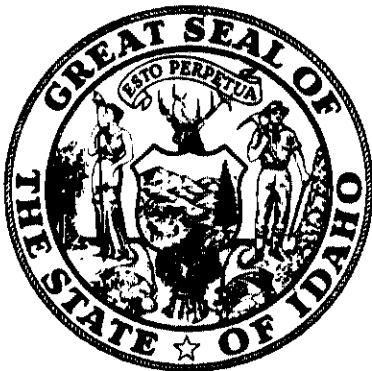
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**PALOUSE PATCHERS, 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 13, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. Zabala*

Corporation Clerk

Articles of Incorporation of  
Palouse Patchers, Inc.  
Under the Idaho Nonprofit Corporation Act

RECEIVED  
SEC. OF STATE

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It is hereby certified that:

1. The name of the corporation shall be Palouse Patchers, Inc.
2. The duration of the corporation shall be perpetual.
3. The purposes of the corporation are as follows:
  - a. To promote and enhance the art of quilting and quilt making by exhibitions, lectures and workshops.
  - b. To encourage fellow quilt enthusiasts by participating in traditional home quilting bees.
4. Management for the non-profit corporation shall be as follows:
  - a. The affairs of the nonprofit corporation shall be managed by the board of directors. The board of directors shall be composed of the Palouse Patchers, Inc. executive board as defined by the By-Laws. The number of directors, term of office, manner of election, time and place of meetings and powers and duties shall be prescribed by the By-Laws of the corporation. Directors need not be residents of the state.
  - b. The corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred on the members of the corporation are granted subject to this reservation.
5. Upon the dissolution of the corporation all monetary assets remaining after payment of all debts shall be turned over to an agreed upon charitable organization. Physical assets shall be auctioned to the general membership with the proceeds going to said charitable organization.
6. The address of the initial registered office of the corporation is 1012 East Eighth, Moscow, ID 83843 and the initial registered agent is Ellen A. Arnold.
7. The initial board of directors of the corporation shall be composed of three members who shall serve as directors until the first annual meeting of the members until their successors are elected and qualify. The names and addresses of the persons serving as initial directors are:

Ellen A. Arnold  
Pat Hungerford  
Koreen Naylor

1012 E. Eighth  
2005 Orchard Avenue  
842 Kenneth

Moscow, ID 83843  
Moscow, ID 83843  
Moscow, ID 83843

The undersigned are the incorporators of the corporation.

Ellen A. Arnold  
Ellen A. Arnold  
12/6/90  
Date

Pat Hungerford  
Pat Hungerford  
12/6/90  
Date

Koreen Naylor  
Koreen Naylor  
12/6/90  
Date