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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
FOR
FRIENDS OF THE PEND D'OREILLE BAY TRAIL, INC.**

The undersigned, in order to form a nonprofit corporation under the provisions of Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I.
NAME OF CORPORATION, OFFICE**

- 1.1 **Corporate Name.** The name of the corporation shall be Friends of the Pend d'Oreille Bay Trail, Inc. (hereinafter "Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located in Bonner County, Idaho. The initial mailing address for the corporation shall be PO Box 1607, Sandpoint, ID 83864.

**ARTICLE II.
PURPOSE AND POWERS OF CORPORATION**

- 2.1 **Purpose.** The Corporation is formed for the specific charitable and educational, non-profit purpose of (1) maintaining public works; (2) lessening the burdens of government; and (3) combating community deterioration. Specifically, this group aims to assist the cities of Ponderay, Kootenai, Sandpoint and Bonner County in the creation and on-going support of a Pend d'Oreille Bay Trails corridor that provides safe public access to Lake Pend Oreille and a non-motorized trail system connecting communities along the shoreline. The intent of the Incorporator is to create a tax exempt entity under the authority of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall limit its substantial activities in furtherance of its exempt purposes.
- 2.2 **Dedication of Assets.** The assets of the Corporation are expressly dedicated to the exempt 501(c)(3) organization's purpose.
- 2.3 **General Authority.** The Corporation shall have and shall exercise all other rights and powers necessary and convenient to carry out its purpose including, without limitation, those general powers set forth in the Idaho Nonprofit Corporation Act.
- 2.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

IDAHO SECRETARY OF STATE
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**ARTICLE III.
INITIAL DIRECTORS**

3.1 General Authority. The initial Directors shall be:

Robert Carlson, 80 Westview Drive, Sagle, ID 83860, who shall serve a three-year term.

Allen McClelland, 1812 Hickory Street, Sandpoint, ID 83864, who shall serve a two-year term.

Jan Griffiths, P. O. Box 913, Sandpoint, ID 83864, who shall serve a two-year term.

Gary Payton, 1189 Janish Drive, Sandpoint, ID 83864, who shall serve a one-year term.

Sharon Harris, 104 Fry Creek Road, Sagle, ID 83860, who shall serve a one-year term.

Conrad Young, 307 Church St., Sandpoint, ID 83864, who shall serve a one-year term.

**ARTICLE IV.
INITIAL REGISTERED AGENT**

4.1 The initial registered agent shall be Stephen T. Snedden, whose address (registered office) is 708 Superior St., Ste. B Sandpoint, ID 83864.

**ARTICLE V.
INCORPORATOR**

5.1 The incorporator is Robert Carlson whose address is 80 Westview Drive, Sagle, ID 83860.

**ARTICLE VI.
NON-MEMBERSHIP CORPORATION**

6.1 The Corporation shall not have members. The Corporation shall be governed by its Board of Directors.

**ARTICLE VII.
DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

7.1 Requirements for Dissolution. The Corporation may be dissolved upon the unanimous consent of the Board of Directors voting at a duly noticed meeting of the Board.

- 7.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to (a) a State or political subdivision thereof for a public purpose or (b) to another organization for one or more exempt purposes described in § 501(c)(3), Internal Revenue Code, and whose income is also excludable from gross income under § 115(1), Internal Revenue Code.
- 7.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with § 30-3-110 et. seq., Idaho Code.

ARTICLE VIII. BOARD OF DIRECTORS

- 8.1 **Management Vested in the Board of Directors.** The Board of Directors (Board) will (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real property; (c) monitor the Corporation's financial affairs; (d) determine the general policies under which the Corporation shall operate; (e) at its discretion hire and supervise staff; and (f) and take any other lawful action to protect and advance the interests of the Corporation.
- 8.2 **Board of Directors.** The Board shall consist of no fewer than five (5) Directors who shall serve staggered three-year terms. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. The Board shall maintain a staggered appointment system that insures at least one Director is appointed each year. Directors may serve consecutive terms.
- 8.3 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.
- 8.4 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary and Treasurer. One person may serve as both Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer's authority shall terminate upon delivery of said resolution to the Secretary.
- 8.5 **Action of the Board.** The action of the Board shall be the action of the Corporation.

ARTICLE IX. AMENDMENTS

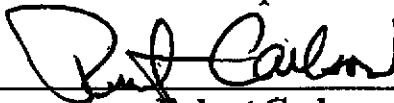
- 9.1 The Directors, by majority vote, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 8.3.

**ARTICLE X.
NONDISCRIMINATION POLICY**

- 10.1 The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, sexual orientation, familial status, national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

**ARTICLE XI.
INDEMNIFICATION**

- 11.1 The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This shall not apply to an action by or in the right of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of § 30-3-88, Idaho Code.



Robert Carlson
Incorporator

STATE OF IDAHO
COUNTY OF BONNER

) SS.

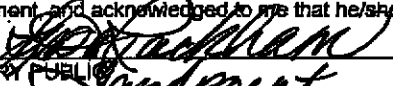
On this 24 day of Aug, in the year of 2010, before me, a Notary Public for the state of Idaho, personally appeared Robert Carlson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign)

NOTARY PUBLIC

Residing at:

My commission expires:


Sandpoint
09-10-2014

