

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BLAINE COUNTY TAXPAYERS ACTION NETWORK CORPORATION

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 BLAINE COUNTY TAXPAYERS ACTION NETWORK CORPORATION 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: March 5, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION
OF
BLAINE COUNTY TAXPAYERS

ACTION NETWORK *Corporation*

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WE, THE UNDERSIGNED NATURAL PERSONS OF THE AGE OF TWENTY-ONE YEARS OR MORE,
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION PURSUANT TO THE NON-PROFIT CORPORATION
ACT OF THE STATE OF IDAHO (THE "ACT"):

ARTICLE I:

MLT
THE NAME OF THE CORPORATION IS "BLAINE COUNTY TAXPAYERS ACTION NETWORK"
~~THE~~ CORPORATION.

ARTICLE II:

THE BLAINE COUNTY TAXPAYERS ACTION NETWORK *Corporation* IS A NONPROFIT CORPORATION.

ARTICLE III:

THE PERIOD OF DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE IV:

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED INVOLVE THE PROMOTION
OF SOCIAL WELFARE WITHIN THE MEANING OF SECTION 501(c)(4) OF THE INTERNAL REVENUE
CODE OF 1986 (THE "CODE"). THE PRIMARY PURPOSES OF THE CORPORATION ARE TO ADVOCATE
THE ELIMINATION OF WASTE AND INEFFICIENCY IN GOVERNMENT AND THE LESSENING OF
THE TAX BURDEN ON CITIZENS, AND TO CARRY ON LOBBYING ACTIVITIES AND OTHERWISE
ATTEMPT TO INFLUENCE LEGISLATION IN THESE REGARDS, ALL TO THE EXTENT PERMITTED
BY SECTION 501(c)(4) OF THE CODE. THE CORPORATION MAY ALSO PERFORM NONPARTISAN
ANALYSIS, STUDY AND RESEARCH ON WASTE AND INEFFICIENCY IN GOVERNMENT AND THE
TAX BURDEN ON CITIZENS, AS WELL AS PUBLISH AND DISSEMINATE INFORMATION AND CONDUCT
EDUCATIONAL ACTIVITIES REGARDING THESE MATTERS. THE CORPORATION MAY, IN FURTHERANCE
OF THE FOREGOING PURPOSES, FROM TIME-TO-TIME, PROVIDE ASSISTANCE IN CASH OR
IN KIND TO OTHER ORGANIZATIONS IN ORDER TO ACCOMPLISH THE FOREGOING PURPOSES,
TO THE EXTENT PERMITTED BY SECTION 501(c)(4) OF THE CODE.

THE CORPORATION IS NOT ORGANIZED AND WILL NOT BE OPERATED FOR PROFIT.
THE INCOME, ASSETS, PROPERTIES AND SERVICES OF THE CORPORATION WILL BE DEVOTED
EXCLUSIVELY TO THE EXEMPT PURPOSES DESCRIBED ABOVE.

THE CORPORATION WILL NOT PARTICIPATE OR INTERVENE, DIRECTLY OR INDIRECTLY,
IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR
PUBLIC OFFICE, EXCEPT TO THE EXTENT PERMITTED BY THE CODE OF LAW.

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ARTICLE V:

THE CORPORATION MAY HAVE ONE OR MORE CLASSES OF NONVOTING MEMBERS, IF THE BOARD OF DIRECTORS ADOPTS PROVISIONS IN THE BYLAWS DESIGNATING THE CLASS OR CLASSES, THE MANNER OF ELECTION OR APPOINTMENT, AND THE QUALIFICATIONS AND RIGHTS OF THE MEMBERS OF EACH CLASS.

ARTICLE VI:

THE BOARD OF DIRECTORS WILL HAVE ULTIMATE RESPONSIBILITY FOR THE SUPERVISION, DIRECTION AND CONTROL OF THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION. THE NUMBER OF DIRECTORS WILL BE NOT LESS THAN THREE AS SHALL BE PROVIDED IN THE BYLAWS. THE DIRECTORS WILL BE ELECTED FOR THE TERM AND IN THE MANNER PROVIDED IN THE BYLAWS.

ARTICLE VII:

THE POWERS AND ACTIVITIES OF THE CORPORATION WILL BE SUBJECT TO THE FOLLOWING RESTRICTIONS AND LIMITATIONS:

(1) NOTWITHSTANDING ANY OTHER PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, ONLY SUCH POWERS SHALL BE EXERCISED AS ARE IN FURTHERANCE OF THE PURPOSES OF THE CORPORATION, AND AS MAY BE EXERCISED BY AN ORGANIZATION EXEMPT UNDER SECTION 501(c)(4) OF THE CODE.

(2) NO PART OF THE ASSETS OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE PERSONAL BENEFIT OF ANY DIRECTOR, OFFICER, EMPLOYEE, AGENT OR VOLUNTEER OF THE CORPORATION, OR ANY OTHER INDIVIDUAL, EXCEPT THAT REASONABLE COMPENSATION MAY BE PAID FOR PERSONAL SERVICES WHICH ARE REASONABLE AND NECESSARY TO CARRY OUT THE EXEMPT PURPOSES OF THE CORPORATION.

(3) NONE OF THE PROPERTY OF THE CORPORATION, NOR ANY PROFITS THEREOF, SHALL, UPON LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION, WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF LAW, BE DISTRIBUTED TO THE DIRECTORS, OFFICERS, EMPLOYEES, AGENTS OR VOLUNTEERS OF THE CORPORATION, OR TO ANY OTHER INDIVIDUAL. SUCH PROPERTY OR PROFITS SHALL BE DISTRIBUTED EXCLUSIVELY TO ONE OR MORE DOMESTIC OR FOREIGN CORPORATIONS, SOCIETIES, OR ORGANIZATIONS ENGAGED IN ACTIVITIES SUBSTANTIALLY SIMILAR TO THOSE OF THE CORPORATION.

ARTICLE VIII:

THE ADDRESS, INCLUDING STREET AND NUMBER, OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 105 STARLITE COURT, KETCHUM, IDAHO 83340, AND THE NAME OF THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS MARY LOU JOHNSON.

ARTICLE IX:

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS THREE AND THE NAMES AND ADDRESSES, INCLUDING STREET AND NUMBER OF THE PERSONS WHO ARE TO SERVE AS THE INITIAL DIRECTORS UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFIED ARE:

NAME

LOUIS HAYWARD

MARY LOU JOHNSON

EARL G. ENGELMANN

ADDRESS

P.O. BOX 1016

KETCHUM, ID 83340

P.O. BOX 372

SUN VALLEY, ID 83353

P.O. BOX 781

KETCHUM, ID 83340

ARTICLE X:

THE NAME AND ADDRESS, INCLUDING STREET AND NUMBER, OF EACH INCORPORATOR IS:

NAME

LOUIS HAYWARD

MARY LOU JOHNSON

EARL G. ENGELMANN

ADDRESS

P.O. BOX 1016

KETCHUM, ID 83340

P.O. BOX 372

SUN VALLEY, ID 83353

P.O. BOX 781

KETCHUM, ID 83340

INCORPORATOR:


SIGNATURE

LOUIS HAYWARD

PRINT NAME


SIGNATURE

MARY LOU JOHNSON

PRINT NAME


SIGNATURE

EARL G. ENGELMANN

PRINT NAME

DATE: JANUARY 15, 1993