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State of Idaho

Department of State

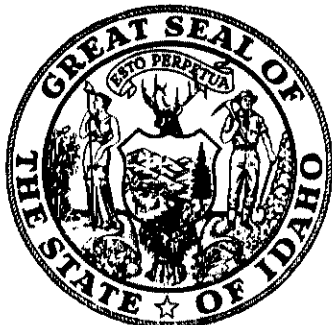
CERTIFICATE OF INCORPORATION
OF

OPTIMIST CLUB OF POCATELLO, 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 OPTIMIST CLUB OF POCATELLO, 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 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

IDaho DEPARTMENT OF STATE
19 DEC 1978 AM 8 38

**ARTICLES OF INCORPORATION OF
OPTIMIST CLUB OF POCATELLO, INC.**

1. The name of the Corporation is OPTIMIST CLUB OF POCATELLO, INC..

2. Its duration is perpetual.

3. Its purposes are to develop Optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect for the law; to promote patriotism and work for international accord and friendship among all people; to aid and encourage the development of youth, in the belief that the giving of one's self in service to others will advance the well-being of man, his community and world and the transaction of any lawful activity.

4. The names and addresses of the initial Board of Directors are:

John Bobell, Jr.
1818 South Fairway
Pocatello, Idaho 83201

Raymond Burstedt
1016 Mt. McGuire
Pocatello, Idaho 83201

Suzanne Cowgill
1586 Golden Gate
Pocatello, Idaho 83201

JoAnne Ries
Post Office Box 4666
Pocatello, Idaho 83201

Carla Dando
ISU Box 8380
Pocatello, Idaho 83209

David Hanson
660 East Cedar
Pocatello, Idaho 83201

5. The address of its initial registered office is 829 Northgate, Pocatello, Idaho 83201. The name of its initial Registered Agent at such address is Spencer Stucki.

ARTICLES OF INCORPORATION - 1

Smith & Berks
Attorneys at Law
210 West Avenue East
Post Office Box 508
Coeville, Idaho 83201-0508

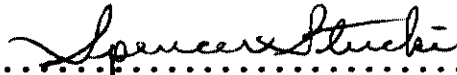
6. The name and address of each Incorporator is:

Spencer Stucki
829 Northgate
Pocatello, Idaho 83201

7. The corporation will have members.

8. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Dated October 22, 1993.


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SPENCER STUCKI
Incorporator