

FILED EFFECTIVE**ARTICLES OF INCORPORATION****OF****BONNERS FERRY FARMERS MARKET, INC.**2010 AUG 25 AM 11:34
SECRETARY OF STATE
STATE OF IDAHO

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Idaho.

ARTICLE FIRST

The name of this Corporation is **Bonnerr Ferry Farmers Market, Inc.**

ARTICLE SECOND

The location of its registered office in the State of Idaho is 6913 Main Street, Bonners Ferry, Idaho 83805. The resident agent at this address is Leonard Schulte.

ARTICLE THIRD

This Corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. To encourage a locally grown food supply in the Boundary County area featuring variety, quality, freshness and sustainable agriculture.
2. To give local growers and producers of farm-related products alternative marketing opportunities by providing consumers and local farmers an opportunity for direct interaction.
3. To provide opportunities for local farms, food producers and artisans to test and refine their products and marketing skills.
4. To enhance the quality of life in the Boundary County area by providing a community activity which fosters social gathering, education and interaction.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

- (a) This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in §501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

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- (b) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - (c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any portion of the net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such net earnings shall ever be used for, accrue to, or inure to the benefit of any private individual within the meaning of §501(c)(4) of the Internal Revenue Code.
3. Upon the dissolution of this Corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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 or recreational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the governing board 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOURTH

The Corporation's members will be voting members. The Corporation will NOT have authority to issue capital stock.

ARTICLE FIFTH

The Board of Directors shall have all powers granted by Idaho law and statutes. The following people are named as the initial Directors of the Corporation:

Gail Cathcart
527425 Hwy 95
Bonners Ferry, ID 83805

Barbara Hansen
1785 Old Hwy 2 Loop
Moyie Springs, ID 83805

Derek Blumenschein
7217 Larch Street
Bonners Ferry, ID 83805

ARTICLE SIXTH

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived

an improper personal benefit. No amendment to or repeal of this Article shall apply to or have the effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE SEVENTH

The term for which this Corporation is to exist is perpetual.

ARTICLE EIGHTH

No member that is not a 501(c)(4) corporation shall benefit financially from the dissolution thereof and upon dissolution of the Corporation the assets of this Corporation shall be distributed as set forth in ARTICLE THIRD.

ARTICLE NINTH

The name and address of the incorporator is:

Barbara Hansen, Treasurer
1785 Old Hwy 2 Loop
Moyie Springs, ID 83805

ARTICLE TENTH

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

ARTICLE ELEVENTH

The initial board of directors shall be appointed during the first meeting of the incorporators.

ARTICLE TWELFTH

The power to adopt, amend and repeal the bylaws of this Corporation shall reside in the Board of Directors of this Corporation.

ARTICLE THIRTEENTH

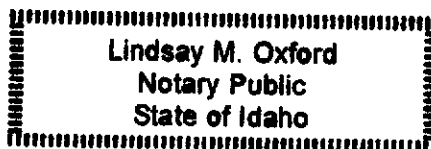
The Corporation shall maintain general liability insurance in such amount as shall be determined by the directors.

IN TESTIMONY WHEREOF, I have hereunto set my name this 17 day of Aug., 2010.

Barbara L. Hansen
Barbara L. Hansen

ACKNOWLEDGEMENT OF ABOVE SIGNATURE

STATE OF IDAHO)
)ss.
COUNTY OF BOUNDARY)



Personally appeared before me, a Notary Public, in and for said County and said State, the above named, Barbara L. Hansen, who is personally known to me to be the person who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of August, 2010.

Lindsay M. Oxford
Notary Public

My commission expires: 4-1-2016