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State of Idaho

Department of State

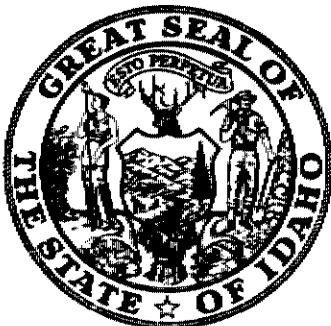
CERTIFICATE OF AMENDMENT OF

CLEARWATER UNLIMITED, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of CLEARWATER UNLIMITED, INC. duly signed and verified pursuant to the provisions of the Idaho Business 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

February 22, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Adams*

FEB 22 10 02 AM '94
SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION
OF
CLEARWATER UNLIMITED, INC.

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OROFINO UNLIMITED, INC., an Idaho corporation, and through its duly elected President Paul L. Pippenger, and Secretary-Treasurer James W. Grunke, do hereby declare the following as RESTATED ARTICLES OF INCORPORATION, executed in compliance with Idaho Code §30-3-94. The purpose of executing these restated ARTICLES OF INCORPORATION is, among other things, to change the name of the corporation from OROFINO UNLIMITED, INC. to CLEARWATER UNLIMITED, INC., pursuant to a resolution of the corporation executed October 8, 1993. The following RESTATED ARTICLES OF INCORPORATION set forth all of the operative provisions of the original ARTICLES OF INCORPORATION of OROFINO UNLIMITED, INC. as amended, and correctly recite all corresponding provisions of the original ARTICLES OF INCORPORATION, except as amended, and further declare that the following RESTATED ARTICLES OF INCORPORATION shall supersede the original ARTICLES OF INCORPORATION and all amendments thereto.

I. NAME OF CORPORATION

The name of this corporation is Clearwater Unlimited, Inc., located at 217 First Street, Orofino, Idaho 83544. The mailing address is P. O. Box 2473, Orofino, Idaho 83544. The initial a registered agent is James W. Grunke, also known as the Executive registered office and the initial registered agent is 217 First Street, Orofino, Idaho 83544. The mailing address is P. O. Box 2473, Orofino, Idaho 83544. The name and addresses of the initial directors are attached and considered a permanent appendix of the Articles of Incorporation.

II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and post office address of the corporation shall be in Orofino, Clearwater County, Idaho. The corporation may have such other place of business as the directors shall hereafter determine.

III. DURATION

The corporation shall have perpetual existence.

IV. PURPOSE AND POWERS

The purposes and objects for which this corporation is formed are as follows: To promote the welfare of the Orofino Area, Clearwater County, the State of Idaho and the region as a whole; to improve the economic stability of said areas; to seek, accept and assist in the placement of new industries and to assist in the well-being and expansion of present industries of the region; to cooperate with all levels of government, local, State and Federal, and with all interested private individuals and legal entities in the furthering of all such purposes; to accept and use any Federal or State aid funds available, and any private funds which may be made available to the corporation for its uses and purposes; to make all necessary studies and surveys, to borrow money, to buy, sell, hold, acquire, own, mortgage, hypothecate, transfer, lease exchange, trade or otherwise to acquire or dispose of real and personal property; to exercise those powers commonly exercised by the natural persons and to do all acts or things useful or incidental to the purposes for which this corporation is constituted.

In furtherance of the foregoing purpose, the corporation shall have and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations organized under the laws of the State of Idaho and the regulations governing 501(c)6 non-profit corporations.

V. MEMBERSHIP

The membership shall consist of three levels; Sustaining Members, Full Members and Associate Members. Fees for each class of Membership will be set by the Board of Directors and accepting the By-Laws shall become full Members. Pledge cards are to be signed by the 31st day of August for the next calendar year. Partial members will be billed on a pro-rated basis. Associate Members may serve on committees, but are not eligible to vote.

Each full Member in good standing shall be entitled to one vote. All members, both Full and Associate, shall be entitled to one vote at the committee level.

VI. DIRECTORS

The Board of Directors will be comprised of the Chairman of the Board, One (1) member of the Clearwater County Commission, or any agent designated by the Clearwater County Commission as their representative, One (1) member of the Orofino City Council, or any agent designated by the Orofino City Council as their representative, five (5) members of the Orofino Chamber of Commerce Board of Directors, and Committee Chairmen. The Chairman of the Board shall be elected by the full membership according to the procedures of the by-laws.

The Board of Directors shall elect the following officers, First Vice Chairman, Second Vice Chairman and a Secretary. These officers and the Chairman of the Board and the Chairman of the Finance/Audit Committee as Treasurer, shall constitute the Executive Committee. Any and all board members present at an Executive committee Meeting shall be recognized and given full voting power.

The executive committee shall be responsible for the day-to-day administration, management, and operation of Clearwater Unlimited, Inc.

VII. NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)6 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

VIII. SEAL

This corporation shall have a seal of a design as set forth in the by-laws of the corporation.

IX. DISTRIBUTION UPON DISSOLUTION

In the event of dissolution of this corporation or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall be distributed pursuant to the Board of Directors resolution, to business and industrial promotional interests in the area represented by the membership, which business and industrial promotional interests are qualified under the Internal Revenue Code Section 501(c), Non-Profit Organizations. None of the assets of this corporation shall be distributed to members of this corporation as members of the corporation.


DATED this 7th day of February, 1994.

Clearwater Unlimited, Inc.


PAUL PIPPENGER
Chairman, Board of Directors

STATE OF IDAHO)
 ss.
County of Clearwater)

I, Virginia T. Earl, a notary public, do hereby certify that on this 7th day of February, 1994, personally appeared before me PAUL PIPPENGER, who, being by me first duly sworn, declared that he is the Chairman of the Corporation, and the statements therein contained are true.


Notary Public in and for the
State of Idaho, residing at
Orofino, therein.
My commission expires: 10/10/97