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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EAGLE QUEST, 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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 9, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeBruin*

**ARTICLES OF INCORPORATION
OF
EAGLE QUEST, INC.**

Dec 5 10 01 AM '92
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Idaho, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is EAGLE QUEST, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purposes for which this organization has been organized are for preserving the historic integrity of the city, attracting new business and expanding existing business, providing a solid foundation for future growth, and promoting activities that foster pride in Eagle and its citizens. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the State of Idaho of the initial registered office of the Corporation is 120 North Second Street, Eagle, Idaho, 83616, and the name of the initial registered agent at such address is Richard A. Ames.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the State of Idaho.

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ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

President: Lloyd Gerber
3420 Shadow Hills Drive
Eagle, Idaho 83616

Vice President
and Treasurer: Peggy Irving
2250 Scenic Drive
Emmett, Idaho 83617

Secretary: Richard A. Ames
120 North Second
Eagle, Idaho 83616

ARTICLE IX

The names and addresses of the initial incorporators are as follows:

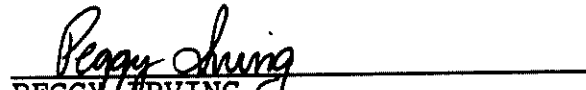
Lloyd Gerber
3420 Shadow Hills Drive
Eagle, Idaho 83616

Richard A. Ames
120 North Second
Eagle, Idaho 83616

Peggy Irving
2250 Scenic Drive
Emmett, Idaho 83617

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Eagle, Ada County, Idaho, on this 17th day of September, 1992.


LLOYD GERBER


PEGGY IRVING


RICHARD A. AMES

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE
SERVICE OF PROCESS IN THIS STATE

The following is submitted in compliance with law.

EAGLE QUEST, INC., a not-for-profit corporation organizing under the laws of the State of Idaho, with its principal office located at 120 North Second Street, Eagle, Idaho, 83616, hereby designates Richard A. Ames, as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.



RICHARD A. AMES


STATE OF IDAHO

COUNTY OF ADA

BEFORE ME, the undersigned authority, this day personally appeared RICHARD A. AMES, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of September, 1992.

(SEAL)



Notary Public
State of Idaho
My Commission Expires: 7-1-94