

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
EAGLE RIVER ORGANIZATION, INC.

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SECRETARY OF STATE
STATE OF IDAHO

I, the undersigned, natural persons of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 10, Title 30, of the Idaho Code, and all other laws of the State of Idaho pertaining thereto, and hereby adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I

The name of the corporation shall be: EAGLE RIVER ORGANIZATION INC.

ARTICLE II

The purpose for which the corporation is formed is as follows:

- A. To have an organization which would provide social supportive services to those in need.
- B. Said organization 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.
- C. To make and adopt such by-laws, rules and regulations for the admission, suspension and expulsion of its members, and for their government; for the collection of fees, dues and assessments; for the election and appointment of directors and officers;

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officers, and to define their duties; for the safekeeping and protection of its property and funds; and in general, to regulate, manage and preserve its property and interests.

D. To have power to acquire and hold any property, real or personal, by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for any of the purposes of the corporation, insofar as the same may be held by a corporation under the laws of the State of Idaho pertaining to non-profit corporations, and to convey, sell, lease, mortgage or dispose of such property, and to invest and reinvest the principal and deal with and expand the income therefrom in such manner as may be permitted by law and as, in the judgment of the directors, will best promote and service the purposes for which the corporation is formed.

E. To have the right to do all and everything convenient and incidental, including the making and carrying out of any contracts, necessary, suitable or proper for the accomplishment of any of the purposes and objects and in furtherance of any of the powers set forth or growing out of or connected with the aforesaid purposes or powers, and generally to have and to exercise all such powers as are by law conferred upon corporations of like character, and to do any and all things and to exercise any and all powers not prohibited by law, but not for pecuniary profit.

F. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise

attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 V

The period of the duration of the corporation is perpetual.

ARTICLE VI

The registered agent and address of the corporation is Robert Perrenoud, located at 494 North Meridian, Blackfoot, ID 83221.

ARTICLE VII

The private property of the members shall not be liable for the debts and obligations of the corporation.

ARTICLE VIII

The corporation hereby formed shall have no capital stock, and shall be composed of members rather than shareholders.

The rights and interests of all members of the corporation shall be equal, and no member shall have, nor acquire a greater interest in the corporation than any other member; a membership list shall be maintained at the corporate address.

The number and qualification of members, the terms and conditions of admission, the fees for admission, the assessment of dues to carry on the business of the corporation, and other provisions for the regulation of the internal affairs of the corporation consonant with the objects of the corporation and not repugnant to the laws of the State of Idaho, shall be provided for in the by-laws of the corporation.

ARTICLE IX

The by-laws of the corporation may be altered, amended or new by-laws adopted at any regular or special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE X

These ARTICLES OF INCORPORATION may be amended after approval of the proposed amendment by the Board of Directors, at any regular or special meeting of

the members of the corporation duly called upon at least ten (10) days notice of the specific purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE XI

The number of directors of this corporation shall be three (3) or more, the exact number and qualifications thereof to be established by the by-laws of the corporation.

The names and addresses of the initial board of directors who shall serve until their successors are elected or appointed and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Perrenoud	1279 Country Ave, Blackfoot, ID 83221
Shanna Clayson	1475 Conestoga Way, Blackfoot, ID 83221
Pete Smith	1531 N. 750 E., Shelley, ID 83274
Bart Newsome	824 W. 385 N., Blackfoot, ID 83221

ARTICLE XII

The names and post office addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Perrenoud	1279 Country Ave, Blackfoot, ID 83221

IN WITNESS WHEREOF, I, ROBERT PERRENOUD, being all of the incorporator herein above named, set my respective hands and seals this 12 day of February, 2009.


ROBERT PERRENOUD

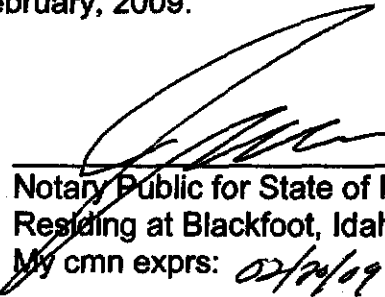
STATE OF IDAHO)
):ss
County of Bingham)

On this 12 day of February, 2009, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared ROBERT PERRENOUD, known to me to be the same and identical person whose name IS subscribed to the above and foregoing ARTICLES OF INCORPORATION, and acknowledged the same to be her free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Blackfoot, Idaho, this 12 day of February, 2009.

(SEAL)





Notary Public for State of Idaho
Residing at Blackfoot, Idaho
My com expires: 02/24/09