

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

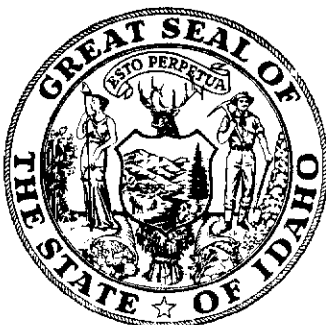
NORTH IDAHO TOURISM ALLIANCE, INC.

File number C 119348

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 NORTH IDAHO TOURISM ALLIANCE, 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: May 2, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Alisa Hadley*

00 30.00 = 30.00 @ 18 INC NONP  
CUST# 80819 CK #: 164  
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DATE 05/02/1997  
IDAHO SECRETARY OF STATE

97 MAY -2 AM 9:18  
SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

### NORTH IDAHO TOURISM ALLIANCE, INC.

The undersigned, acting as incorporator, pursuant to Idaho Code Section 30-3-16, hereby forms the following nonprofit corporation, which shall be controlled by and have the powers enumerated in the Idaho Nonprofit Corporation Act.

#### I

The name of the corporation is **NORTH IDAHO TOURISM ALLIANCE, INC.**

#### II

The period of its duration is perpetual.

#### III

The corporation shall be operated exclusively to cooperatively market the five northernmost Idaho counties as a travel and convention destination and to work to improve the region's tourism product.

All corporate activities shall be nonpartisan, nonsectional and nonsectarian; and the corporation shall neither endorse, opposes finance nor lend its name to any political candidate.

#### IV

The corporation is intended to qualify as a business league as that term is defined in section 501(c)(6) of the Internal Revenue Code and, as such, no part of its net earnings shall be paid to, nor may any its assets in liquidation be distributed to, any member or other private individual.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose 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 so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of tile

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.

## V

The corporation shall have members under rules set in its bylaws.

## VI

The address of the initial registered office of the corporation is Sandpoint Chamber of Commerce Building, 100 US Highway 95 North, Sandpoint, ID 83864. The name of the registered agent at such address is Jonathan Coe.

## VII

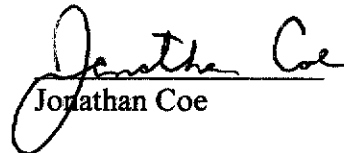
The number of directors constituting the initial board of directors of the corporation is ten (10) and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

1. Jonathan Coe, P.O. Box 928, Sandpoint, ID 83864
2. Patrick McGaughey, P.O. Box 850, Coeur d'Alene, Id. 83814
3. Janie Dressen, P. O. Box 162, St. Maries, Id. 83861
4. Dean Cooper, Lookout Recreation, P. O. Box 108, Wallace, id., 83873
5. Nancy DiGiammarco, Kooteani Country CVB, P.O. Box 908, Post Falls, Id., 83854
6. Linda Jordan, Priest River Chamber, P. O. Box 10, Priest River, Id. 83856
7. David Kilmer, Silver Mountain, 610 Bunker Ave., Kellogg, Id., 83837-2200
8. Carol Ann Huggins, Bonners Ferry Chamber, Rt. 1 Box 249, Bonners Ferry, Id., 83805
9. Janice Harvey, Priest Lake Chamber, HCO5, Box 157B, Priest Lake, Id., 83856
10. Lois Wechsler, Post Falls Chamber, 414 E. First Ave., Post Falls, Id., 83854

**IX**

The name and address of the incorporator is Jonathan Coe, Sandpoint Chamber of Commerce Building, 100 US Highway 95 North, Sandpoint, ID 83064.

DATED this 30th day of April, 1997.

  
Jonathan Coe