



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**SISTER CITIES INTERNATIONAL OF SANDPOINT, IDAHO, INC.**

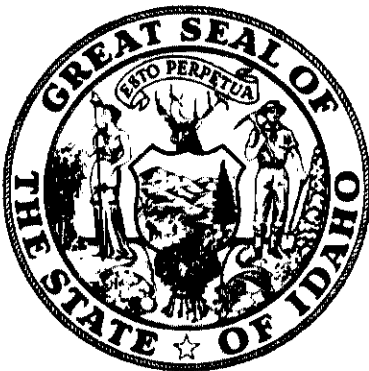
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**SISTER CITIES INTERNATIONAL OF SANDPOINT, IDAHO, 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 July 25, 19 91.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. [unclear]*  
Corporation Clerk

ARTICLES OF INCORPORATION  
RECEIVED  
OF SEC. OF STATE

SISTER CITIES INTERNATIONAL OF SANDPOINT, IDAHO, INC.  
JUN 26 1968

We, the undersigned, desiring to form a non-profit corporation, pursuant to the provisions of Idaho law, do hereby certify:

1. The name of the corporation is: SISTER CITIES INTERNATIONAL OF SANDPOINT, IDAHO, INC.

2. The corporation shall be a non-profit corporation and the life of the corporation shall be perpetual.

3. The objects and purposes for which this corporation is established shall not be changed and shall be exclusively educational and charitable in the furtherance of such purposes and for no other purposes:

(a) To cause the people of the City of Sandpoint, Idaho and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.

(b) To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Sandpoint, Idaho and the people of similar cities of other nations.

(c) To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.

(d) To participate as an organization in promoting, fostering and publicizing state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of American communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of American communities and peoples of friendly nations outside of the United States of America, and to act as a coordinating body, committee, agency or counsel among those organizations, groups and individuals desiring to and engaging in the activities of such international municipal cooperation organizations.

(e) Provided that the corporation shall not in any way, directly, or indirectly engage in the carrying on of propaganda or otherwise attempt to influence legislation.

4. In order to accomplish its objective, the corporation shall have the following powers, which shall be deemed to be in furtherance and not in limitation of the general powers conferred upon educational and charitable corporations under the laws of the State of Idaho.

(a) To receive, acquire, hold, own, manage, administer, invest and reinvest any and all monies, securities, evidences of indebtedness or other property, real or personal, as may from time to time be given, sold, transferred, rented, conveyed or assigned to it by any person, firm, committee, association or corporation; to take by devise or bequest or

otherwise, within the limitations provided by law, any and all property heretofore or hereafter devised or bequeathed by Will or trust, or otherwise, or in any manner granted or conveyed to it; to exercise, in respect to any and all such property, any and all rights, powers and privileges of individual ownership; from time to time to pay, apply or otherwise utilize the principal and income thereof but only for the purposes for which the corporation is formed.

(b) To purchase, or otherwise acquire, hold, sell, lease, convey, mortgage or otherwise dispose of real and personal property or any interest therein.

(c) To cooperate with or engage the services of any person, firm, association, corporation, government, or public agency which may assist in carrying out the corporate purposes, and in furtherance of such purposes to grant financial or other voluntary assistance thereto.

(d) To enter into affiliations, contracts, agreements, undertakings or otherwise within the limitations provided by law.

(e) To do any and all things which may be necessary or proper in connection with its purposes.

5. The corporation is not organized for pecuniary profit; it shall not have any power to issue certificates of stock or declare dividends; no part of its net earning shall inure to the benefit of any private member or individual; and no officer, member or employee shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except a reasonable compensation for the services in effecting one or more of its purposes.

In the event of any dissolution or liquidation of the affairs of the corporation the property and assets of the corporation shall be distributed to or among one or more similar corporations or foundations within the meaning of the Internal Revenue Code of 1954, as the same is now in effect or as it may be hereafter amended, or such property and assets shall be given to the municipal government of cities in foreign nations with which this corporation has been concerned to be used for the purposes of this corporation set forth herein.

6. The members of the corporation shall be composed of such individuals as may be admitted to membership in the manner prescribed by the By-laws of the Corporation. Each member shall be entitled to One (1) vote per member on any matter submitted to a vote at a meeting of the members.

7. The corporation will operate to some extent throughout the world but its principal operations will be conducted in the United States.

8. The principle office of the corporation is to be located in the City of Sandpoint, County of Bonner, State of Idaho. It may establish such other offices either in or outside of the United States as it may from time to time determine. The initial registered agent shall be Jean Peck whose address is 525 North Boyer, Sandpoint, Idaho 83864.

9. The number of directors of the corporation, until the first meeting of the corporation, shall be Three (3) and the names and addresses of these persons who are to act in the capacity of directors until the selection of

their successors are:

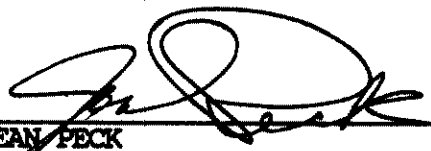
<u>Name</u>	<u>Address</u>
Jean Peck	525 North Boyer, Sandpoint, Idaho 83863;
Michael M. Merrell	111 Church, Sandpoint, Idaho 83864; and
Dan Nichols	3615 West Pine Street, Sandpoint, Idaho 83864.

The above-referenced initial Board of Directors shall also act as the original incorporators of this corporation.

10. The Board of Directors of the corporation shall be elected in the manner prescribed by the By-laws of the corporation, and they shall have power to make By-laws for the government of such corporation and to alter, change or amend such By-laws.

11. All the subscribers hereto are of full age and they are all citizens of the United States of America.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate as of this 17 day of JULY, 1991.

  
\_\_\_\_\_  
JEAN PECK

  
\_\_\_\_\_  
MICHAEL M. MERRELL

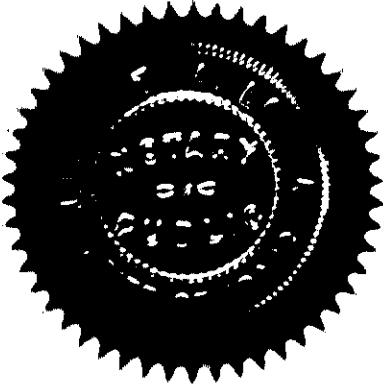
  
\_\_\_\_\_  
DAN NICHOLS

STATE OF IDAHO

COUNTY OF BONNER

On this 17th day of July, in the year 1991,  
before me, the undersigned Notary Public in and for the State of Idaho,  
personally appeared JEAN PECK, known or identified to me to be the person  
whose name is subscribed to the within instrument, and acknowledged to me that  
she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal the day and year written above.



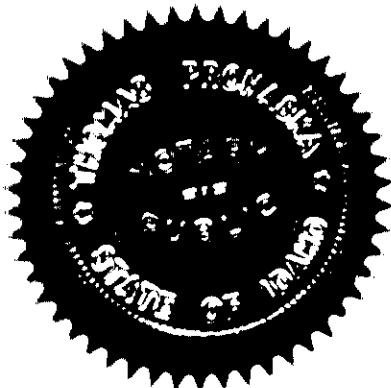
Elizabeth A. Loman  
Notary Public for Idaho  
My commission expires: Oct. 1, 1994

STATE OF IDAHO

COUNTY OF BONNER

On this 17 day of JULY, in the year 1991,  
before me, the undersigned Notary Public in and for the State of Idaho,  
personally appeared MICHAEL M. MERRELL, known or identified to me to be the  
person whose name is subscribed to the within instrument, and acknowledged to  
me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal the day and year written above.



HEATHER L. LOMAN  
Notary Public for Idaho  
My commission expires: 6/10/97

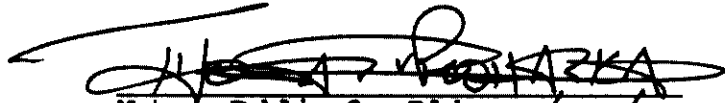
ARTICLES OF INCORPORATION OF  
SISTER CITIES INTERNATIONAL  
OF SANDPOINT, IDAHO, INC.

STATE OF IDAHO

COUNTY OF BONNER

On this 17 day of JUL, in the year 1991,  
before me, the undersigned Notary Public in and for the State of Idaho,  
personally appeared DAN NICHOLS, known or identified to me to be the person  
whose name is subscribed to the within instrument, and acknowledged to me that  
he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal the day and year written above.

  
Notary Public for Idaho  
My commission expires: 6/10/97



ARTICLES OF INCORPORATION OF  
SISTER CITIES INTERNATIONAL  
OF SANDPOINT, IDAHO, INC.