



CERTIFICATE OF INCORPORATION
OF

PRAIRIE RECYCLING CENTER, 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 _____

PRAIRIE RECYCLING CENTER, 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 _____ **April 11** _____, 19 **80** _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel E. Artiach

Corporation Clerk

DEE AND MACGREGOR
ATTORNEYS AT LAW
GRANGEVILLE, IDAHO 83530

ARTICLES OF INCORPORATION
OF
PRAIRIE RECYCLING CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have associated, and do hereby associate ourselves together for the purpose of forming a non-profit corporation, pursuant to Title 30, Chapter 3, of the Idaho Code, and all laws amendatory thereof and supplementally thereto, and do hereby make, subscribe and certify as follows:

ARTICLE I

The name of the corporation is PRAIRIE RECYCLING CENTER, INC.

ARTICLE II

The location of the registered office of the corporation shall be Idaho and Hill Street, P.O. Box 48, Grangeville, Idaho, 83530, and the initial registered agent is KATHY ELAM, Idaho and Hill Street, P.O. Box 48, Grangeville, Idaho, 83530.

ARTICLE III

That this is a non-profit organization, no part of the income of which is distributable to its members, directors, or officers.

ARTICLE IV

The said corporation shall have perpetual existence.

ARTICLE V

The purpose for which the corporation is formed are to do any or all the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world so long as the pecuniary profit is not their object, namely:

- a. The purpose of Prairie Recycling Center, Inc., shall be to raise public awareness of possible litter and solid waste management and to promote recycling as an alternate means of disposing of solid waste without harm to the environment and as a means of conserving natural resources. The corporation shall provide recycling facilities readily available to the public and promote recycling through educational programs. The proceeds realized from the sale of the recyclables collected shall be used to promote these charitable purposes and to operate the recycling facilities provided by the corporation.

must be a member of this corporation.

ARTICLE VIII

The private property of the members of the corporation shall

b. The net earnings of the corporation shall be used solely to promote the charitable purposes set forth herein, of Prairie Recycling Center, Inc. The corporation shall not engage in any activities precluded under the Internal Revenue Code by corporations which are tax exempt, but which may receive tax exempt contributions and no substantial part of the activities of the corporation shall be to promote propaganda, or otherwise attempt to influence legislation and the corporation shall not support or oppose any candidate for public office.

7 The corporation shall be non-stock and no dividends or pe-
8 cuniary profits shall be declared to the members thereof. This
9 corporation shall issue membership certificates to each member
10 hereof, the qualifications of being and becoming a member shall
11 be fully set out in By-Laws of this Corporation and said certi-
12 ficate cannot be assigned except by resolution of the Board of
13 Directors and under such regulations as the By-laws may provide.

15 The general officers of the corporation shall be President,
16 Vice President, Secretary and Treasurer, and the offices of
17 secretary and treasurer may be combined, and the Board of Directors
18 shall consist of five (5) members.

19 The principal duties of the officers of the corporation
20 shall be the usual and regular duties as those usually prescribed
21 for the President, Vice President, Secretary and Treasurer of the
22 corporation, which duties are more particularly outlined in the
23 laws of the State of Idaho, and will be more particularly defined
24 in the By-Laws herein adopted. Said officers shall perform such
25 additional and different duties as shall be from time to time
26 imposed or required by the Board of Directors or as may be
27 prescribed from time to time by the By-Laws. Each and every
28 officer of this corporation and member of the Board of Directors
29 must be a member of this corporation.

31 The private property of the members of the corporation shall
32 not be subject to the payment of, and no member shall be indivi-

1 dually responsible for, corporate debts or acts to any extent
2 whatever without his consent thereto in writing.

3 ARTICLE IX

4 The rights and interest of all members shall be equal and
5 no member shall have or acquire a greater interest therein than
6 any other member.

7 ARTICLE X

8 At each election for directors every member entitled to vote
9 at such election shall have the right to vote, by person or by
10 proxy, for as many persons as there are directors to be elected
11 and for whose election he has right to vote, or, to cumulate his
12 vote by giving one (1) candidate as many votes as the number of
13 such director multiplied by his vote to equal, or by distributing
14 such votes on the same principal among any number of such
15 candidates.

16 ARTICLE XI

17 The By-laws of the corporation may define and fix the duties
18 and responsibilities of the members and prescribe such other terms
19 and conditions upon which members shall be entitled to and retain
20 membership in the corporation inconsistent with these Articles of
21 Incorporation or the acts under which this corporation is organized.

22 ARTICLE XII

23 The names and post office addresses of the incorporators are
24 as follows, to wit: (all whom are full age citizens of the United
25 States), Kathy Elam, Cottonwood, Idaho, Eric MacEachern, Grange-
26 ville Idaho.

27 ARTICLE XIII

28 The By-Laws of this corporation may be altered, amended or
29 repealed, or new By-Laws adopted and such right is vested in the
30 members of the said corporation although such power may be
31 delegated by the members to the Board of Directors. The By-Laws
32 may contain provisions, not inconsistent with the law, or with the

DEE AND MACGREGOR
ATTORNEYS AT LAW
GRANGEVILLE, IDAHO 83630

1 Articles of Incorporation, for the regulation of management or
2 the affairs of the corporation.

3 IN WITNESS WHEREOF, we have hereunto set our hands and seals
4 this _____ day of April, 1980.

5
6 Kathy Elam
KATHY ELAM

7 Eric MacEachern
8 ERIC MacEACHERN

9 STATE OF IDAHO)
10 ss.
County of IDAHO)

11 On this 9th day of April, 1980, before me, the undersigned
12 Notary Public in and for said county and state, personally appeared
13 KATHY ELAM and ERIC MacEACHERN, known to me to be the persons
14 whose names are subscribed to the within and foregoing instrument
15 and acknowledged to me that they executed the same.

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

18 (S E A L)

19 Karen K. Hill
Notary Public in and for the
20 State of Idaho; Residing at
Grangeville, therein.