



Department of State

**CERTIFICATE OF INCORPORATION
OF**

PRAIRIE COMMUNITY DEVELOPMENT COUNCIL, INC.

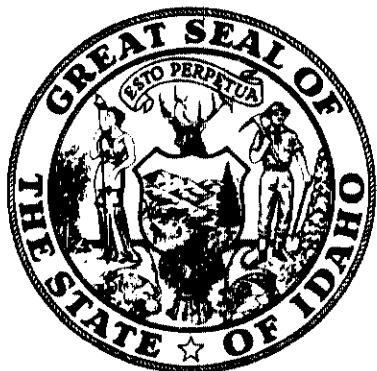
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PRAIRIE COMMUNITY DEVELOPMENT COUNCIL, 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 December 7, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl DeVries

Corporation Clerk

ARTICLES OF INCORPORATION

PRAIRIE COMMUNITY DEVELOPMENT COUNCIL, INC.

WE, the undersigned, do hereby form a non-profit corporation, Chapter 3, Title 30 of the Idaho Code, and do hereby certify and declare:

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SEC. OF STATE
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ARTICLE I: NAME The name of this organization shall be the PRAIRIE COMMUNITY DEVELOPMENT COUNCIL, INC.

ARTICLE II: NONPROFIT, EXISTENCE This corporation is organized as a non-profit corporation of the State of Idaho, and its length of existence shall be perpetual.

ARTICLE III: PURPOSE The purposes of this corporation is formed without pecuniary interest are to promote, conduct, provide for and carry on any and all activities in connection with the operation of a council for community and economic development for the benefit and general welfare of the citizens of the communities within the boundaries of School District 242. The Corporation shall have the power to do anything, not prohibited by law, necessary or requisite for the furthering of the purposes of this corporation.

ARTICLE IV: MEMBERSHIP The corporation shall not have nor issue any capital stock, but shall issue membership certificates to each member and all the rights and interest of each member shall be equal and no member may have or acquire a greater interest than any other member therein.

ARTICLE V: REGISTERED AGENT AND ADDRESS Registered agent shall be EMMETT WILSON. The location and street address of the corporation's initial registered office shall be EMMETT WILSON, 21 Butte Drive, Cottonwood, Idaho 83522.

ARTICLE VI: INCORPORATORS, DIRECTORS AND OFFICERS The corporation shall have the following incorporators and directors who shall also be officers as follows:
Incorporators and directors:

EMMETT WILSON, Pres., 21 Butte Drive, Cottonwood, Idaho 83522;

JAMES REHDER, V.P., Rt 3 Box 152, Cottonwood, Idaho 83522;

LINDA STUBBERS, Sec., Rt 1 Box 127, Cottonwood, Idaho 83522;

JUDY FORSMAN, Treas, POB 63, Ferdinand, Idaho 83526;

DENIS DUMAN, POB 431, Cottonwood, Idaho;

CASEY UHLING, POB 295, Cottonwood, Idaho;

MITZI IMHOFF, POB _____, Ferdinand, Idaho 83526;

KATHY MCHUGH, Rt 1 Box _____, Cottonwood, Idaho;

SR. MARY KAY HENRY, POB 107, Cottonwood, Idaho; and

VERN GRUSSING, Rt 3 Box 162, Cottonwood, Idaho.

ARTICLES OF INCORPORATION

Michael P. Wasko
Attorney at Law
Nezperce, Idaho

ARTICLE VII: AMENDMENT These articles may be amended by quorum of the membership who are present at any meeting called by the Chairman after notice, as required by the appropriate provisions of the Idaho Code.

ARTICLE VIII: INTERNAL REVENUE CODE This corporation is organized exclusively for religious, charitable, scientific, literary or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated this 15th day of Nov, 1990

Emmett Wilson
EMMETT WILSON

James Rehder
JAMES REHDER

Linda Stubbers
LINDA STUBBERS

Judy Forsman
JUDY FORSMAN

Denis B. Duman
DENIS DUMAN

Mitzi Imhoff
MITZI IMHOFF

Casey Uhling
CASEY UHLING

Kathy McHugh
KATHY MCHUGH

Sr. Mary Kay Henry, WFO
SR. MARY KAY HENRY

Vern Grussing
VERN GRUSSING

STATE OF IDAHO) ss.

County of IDAHO)

On this 15th day of NOV, 1990, before me a Notary Public, in and for the said state, personally appeared EMMETT WILSON, JAMES REHDER, JUDY FORSMAN, DENIS DUMAN, MITZI IMHOFF, CASEY UHLING, KATHY MCHUGH, SR. MARY KAY HENRY, VERN GRUSSING and LINDA STUBBERS, known or identified to me (or proved upon oath of EMMETT WILSON) to be the persons whose names are subscribed

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Attorney at Law
Nezperce, Idaho

to the within instrument and acknowledged to me that they
executed the same.

(NOTARY SEAL)

Terry D. Turner
Notary Public, State of Idaho
Residing at Lettermood, therein.
My Commission expires: 1/2/94.

ARTICLES OF INCORPORATION

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Attorney at Law
Nezperce, Idaho