



CERTIFICATE OF INCORPORATION  
OF

PRIEST LAKE MUSEUM ASSOCIATION, 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 \_\_\_\_\_

PRIEST LAKE MUSEUM ASSOCIATION, 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 19 \_\_\_\_\_, 19 80 \_\_\_\_\_



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Muriel E. Artisch*

Corporation Clerk

ARTICLES OF INCORPORATION 8 55  
OF '60 MAY 19  
PRIEST LAKE MUSEUM ASSOCIATION, INC. IF  
STATE  
(A Non-Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the United States and are over the age of majority, do hereby execute and make the following Articles of Incorporation for the purpose of forming a non-profit corporation under and pursuant to the Idaho Non-Profit Corporation Act, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

ARTICLE I  
Name

The name of this corporation shall be "PRIEST LAKE MUSEUM ASSOCIATION, INC.".

ARTICLE II  
Purpose

The specific and primary purposes for which this association is formed are to preserve and disseminate the history of the Priest Lake, Idaho region; to prepare and display historical material for the general public; and to establish and maintain a museum for such purposes.

ARTICLE III  
Powers

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV  
Membership Certificates

The corporation shall not have capital stock. Each member shall be issued a Membership Certificate, specifying the category of membership thereon. The number and categories of memberships available shall be as specified in the Bylaws.

ARTICLE V  
Restriction

(A) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation 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 Article II hereof.

(B) No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation 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.

ARTICLE VI  
Amendments

All provisions of these Articles of Incorporation shall be subject to amendment consistent with the provisions of Idaho state law and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, providing that due notice of the amendment is included in the notice of said meeting.

ARTICLE VII  
Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE VIII  
Registered Office

The location of the registered office of the corporation shall be Coolin, Idaho, and the registered agent shall be Lois Hill, Post Office Box 44, Coolin, Idaho 83821.

ARTICLE IX  
Duration

The duration of this corporation shall be perpetual.

ARTICLE X  
Management

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the Bylaws, but in no case shall the number of directors be less than six (6). The directors shall hold their offices for two (2) years, or such

Page Three

ARTICLES OF INCORPORATION

other period as the Bylaws shall determine, and until their successors are elected and qualified. The initial directors of the corporation shall be all of those persons whose names appear in these Articles as incorporators.

ARTICLE XI  
Incorporators, Original Members and Directors

The names and addresses of the incorporators and original members and original Board of Directors of the corporation, each of whom shall serve as a director until his successor is duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Bruce R Hunt</u>	<u>Box 79 Coolin Id 83821</u> <u>Rt. 5 Priest Rv Id 83856</u>
<u>Lois Hill</u>	
<u>Keith R. Echeverri</u>	<u>Box 66, Coolin Id 83821</u>
<u>G.G. Fisher</u>	<u>Box 13, Narduman Id 83848</u>
<u>Bonnie J Burns</u>	<u>Rt. 5 Box 150 B 1</u> <u>Priest River, Id.</u>
<u>Marjorie Roberts</u>	<u>Box 161</u> <u>Coolin Idaho</u>

STATE OF IDAHO,           )  
  : ss.  
County of Bonner.        )

On this 15th day of May, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared BRUCE R. HUNT, LOIS HILL, KEITH R. ECHEVERRI, G. G. FISHER, BONNIE J. BURNS, and MARJORIE ROBERTS, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

Page Four  
ARTICLES OF INCORPORATION

the day and year first above written.

Janet Little  
Notary Public - State of Idaho  
Residing at Priest River therein  
My commission expires: Life