

ARTICLES OF INCORPORATION
OF
PALOUSE RIVER COMMUNITY CENTER, INC.
A Nonprofit Corporation

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STATE OF IDAHO

I.

I, the undersigned, being a person of legal age and a citizen of the United States, or its territories or possessions, do hereby voluntarily associate for the purpose of forming a nonprofit corporation under the laws of the State of Idaho.

II.

The name of the nonprofit corporation shall be PALOUSE RIVER COMMUNITY CENTER, INC.

III.

The period of its duration shall be perpetual.

IV.

The location and post office address of the registered office of this corporation shall be 440 Onaway Rd., Onaway, Id. 83855-8730 P.O. Box 44, Princeton, Idaho 83857. The registered agents for said corporation shall be Ted Muck

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of the Articles, the corporation shall not carry on

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any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision or any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earning of the corporation shall inure to the benefit of, or be distributed 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 corporations exempt purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

V.

The purpose for which this nonprofit corporation is organized is the transaction of any and all lawful business for which nonprofit corporations may be incorporated under the Idaho Nonprofit Corporation Act. In furtherance of the foregoing purpose, the nonprofit corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Idaho.

VI.

The number of Directors constituting the initial Board of Directors of the Nonprofit Corporation is five (5). The names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until succession or be elected and qualify is Ted Muck, 440 Onaway Road, Onaway, ID 83855-8730, Milt Moore, 1056 E. Hatter Creek Road, Princeton, ID 83857, Louie Bacca, 524 Ridge Road, Moscow, ID, 83843, Tim McKinney West Fork Hatter Creek Road, Princeton, ID 83857, and Ray Lienhard, Hwy. 6, Princeton, ID 83857.

VII.

Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this nonprofit corporation either as vendor, lessor, firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association, or corporation with which he is connected as aforesaid shall be liable to account to this nonprofit corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this nonprofit corporation to buy from, sell to, or otherwise deal with proprietorships, firms, associations, or corporations of which the directors and officers of this corporation, or anyone or more of them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; and the

contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by a majority of the directors shall not be void or voidable by this corporation in the absence of fraud.

VIII.

The private property of the members of the corporation shall not be subject to the payment of corporate debts to any extent. The shares of the nonprofit corporation shall not be subject to assessment for any corporate purpose.

Individuals may join the corporation and thereafter shall be members. Members shall be admitted for such consideration as set by the Board of Directors. All members shall have the same voting rights and there shall be only one class of membership. If a quorum is present when a vote is taken, the affirmative vote of majority of members present shall constitute the act of the corporation. A member may resign at any time. No member may be expelled or suspended without due process.

IX.

Upon the dissolution of PALOUSE RIVER COMMUNITY CENTER, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Upon winding up and dissolution of this 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 is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

X.

The name and address of the initial incorporators are:

Ted Muck
440 Onaway Road
Onaway, ID 83855-8730

Milt Moore
1056 E. Hatter Creek Road
Princeton, ID 83857

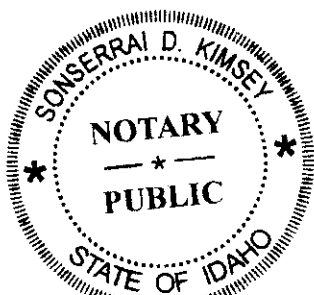
We, the undersigned, for the purpose of a corporation, do make and file these articles and do hereby certify that the facts and circumstances are true and have hereunto set my hand this 17th day of March, 2005.


TED MUCK


MILT MOORE

STATE OF IDAHO)
) ss.
County of Latah)

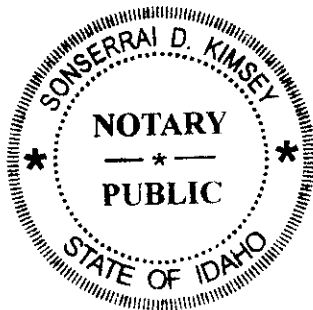
On this 17th day of March, 2005, ~~before me~~, a Notary Public, personally appeared TED MUCK, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.



Sonerrai D. Kimsey
NOTARY PUBLIC in and for the
State of Idaho residing at Visalia
My commission expires: 1-2011

STATE OF IDAHO)
) ss.
County of Latah)

On this 17th day of March, 2005, before me, a Notary Public, personally appeared MILT MOORE, 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.



Sonerrai D. Kimsey
NOTARY PUBLIC in and for the
State of Idaho residing at Visalia
My commission expires: 1-2011