

CERTIFICATE OF INCORPORATION
OF

PORTNEUF GAP JAYCEES, INC.

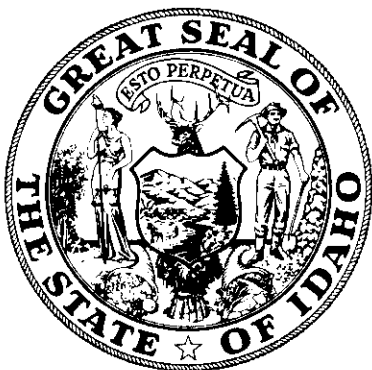
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PORTNEUF GAP JAYCEES, 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 January 20, 19 82.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

PORTNEUF GAP JAYCEES, INC.

MAN 67 (A Nonprofit Corporation)

WE THE UNDERSIGNED acting as incorporators under the laws of the State of Idaho adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is the Portneuf Gap Jaycees, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

SHARES

This corporation is organized as a non-stock, non-profit basis.

ARTICLE FIVE

PURPOSE

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code or any future corresponding provisions of such statute. To further these purposes, the corporation shall attempt to provide leadership training to young men.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The location and address of the office of the corporation is P.O. Box 4056, 425 East Benton, Pocatello, Idaho 83201. The name of the initial registered agent at such address is Charles W. Clark.

ARTICLE SEVEN

BOARD OF DIRECTORS

Section 1. Number: The initial Board of Directors consists of five (5) directors as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
W. Randy Bosh	4539 Ponderosa - Chubbuck, Idaho 83202
Charles W. Clark	900 Highland - Pocatello, Idaho 83201
Dan Garrett	5249 Mohawk - Pocatello, Idaho 83201
Ronald Horist, Sr.	1768 Pocatello Creek Rd. - Pocatello, ID 83201
Joseph E. Steinman	323 Stuart Ave. - Pocatello, Idaho 83201

Section 2. Eligibility: Only those persons who are young men between the ages of eighteen (18) and thirty-five (35) may serve on the Board of Directors.

ARTICLE EIGHT

INCORPORATORS

The name and street address of each incorporator is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
W. Randy Bosh	4539 Ponderosa - Chubbuck, Idaho 83202
Charles W. Clark	900 Highland - Pocatello, Idaho 83201
Dan Garrett	5249 Mohawk - Pocatello, Idaho 83201
Ronald Horist, Sr.	1768 Pocatello Creek Rd. - Pocatello, ID 83201
Joseph E. Steinman	323 Stuart Ave. - Pocatello, Idaho 83201

ARTICLE NINE

OFFICERS

The officers of this corporation shall be designated in the By-Laws, and their qualifications, terms of office, manner of election, and powers and duties shall be prescribed by the By-Laws.

ARTICLE TEN

COMPENSATION

No compensation or payment shall ever be paid or made to any member, director, officer or contributor to it, except as a reasonable allowance for expenditures or services actually made or rendered to or for this corporation as prescribed by the By-Laws, neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person.

ARTICLE ELEVEN

DISSOLUTION

In the event of liquidation or dissolution of this corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its proceeds or assets, and the balance of all money or any other property received by the corporation from any source after payment all debts and obligations shall be used or distributed exclusively for these purposes set forth in ARTICLE IV of the ARTICLES OF INCORPORATION and within the entendment of Section 501 (c) (3) of the 1954 Internal Revenue Code and its regulations as they now exist, as may be amended from time to time.

ARTICLE TWELVE

AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any of the provisions contained in these ARTICLES OF INCORPORATION in the manner now or hereafter, proscribed by statute, and all rights conferred upon members are granted subject to this revision.

IN WITNESS WHEREOF we hereunto sign and verify these ARTICLES OF INCORPORATION this 7th day of January, 1982.

W. Randy Bosh
W. Randy Bosh

Charles W. Clark
Charles W. Clark

Dan Garrett
Dan Garrett

Ronald A. Horist, Sr.
Ronald Horist, Sr.

Joseph E. Steinman
Joseph E. Steinman