

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PAYETTE COUNTY CENTENNIAL COMMISSION, 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 _____

PAYETTE COUNTY CENTENNIAL COMMISSION, 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 26, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF
PAYETTE COUNTY CENTENNIAL COMMISSION, INC.
A NON-PROFIT CORPORATION

KNOWN ALL MEN BY THESE PRESENTS:

We the undersigned, citizens and residents of the United States of America, over the age of twenty-one, for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is PAYETTE COUNTY CENTENNIAL COMMISSION, INC. and its duration is perpetual.

ARTICLE II

The purpose of PAYETTE COUNTY CENTENNIAL COMMISSION, INC. is to organize and promote the State of Idaho's Centennial within Payette County.

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

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted, to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

This organization is not organized for profit, and no part of the next earnings shall inure to the benefit of any member.

ARTICLE III

The corporation is to have one class of member. The manner of election and the qualifications and rights of the members shall be as set forth in the bylaws of the corporation.

ARTICLE IV

The street address of the initial registered office of the corporation is : 1124 Center Avenue, P.O. Box 217, Payette, Idaho 83661.

The name of the corporation's initial registered agent at this address is: Ms. Barbara K. Wilson.

ARTICLE V

The number of directors constituting the initial Board of Directors is seven. However, the Board of Directors may allow any and all persons or committees of such persons as they desire to attend meetings and otherwise assist in the management of the corporation.

ARTICLE VI

1. The management of the affairs and business of the corporation is vested in the Board of Directors.

2. The number, qualifications, powers, duties, terms of office, manner of election, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the bylaws of the corporation.

3. The Board of Directors may adopt bylaws by a majority vote which will further the purposes of the corporation as established in Article II.

4. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the bylaws of the corporation.

5. Amendment to these Articles shall be made by adoption of such amendment at a meeting of the Board of Directors by the majority vote.

ARTICLE VII


The assets of this corporation on dissolution or final liquidation shall be distributed to an organization which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII

The name and address of the initial incorporators and directors are as follows:

Dated May 23, 1989

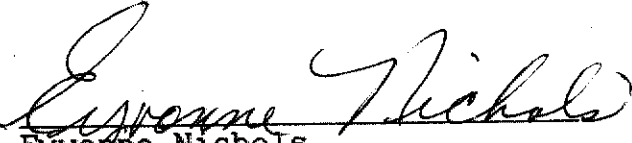
Ms. Barbara K. Wilson
1124 Center Ave
P.O. Box 217
Payette, Idaho 83661


Barbara K. Wilson

Mr. John Franks
700 Center Ave
Payette, Idaho 83661


John Franks

Ms. Eyvonne Nichols
2219 Wayne Drive
Payette, Idaho 83661


Eyvonne Nichols

STATE OF IDAHO >
 > ss.
County of Payette >

I, Cathleen Posey a Notary Public, do
herby certify that on this 23rd day of May, 1989,
personally appeared before me Barbara K. Wilson, John Franks and
Eyvonne Nichols, who, being duly sworn, declared that they are
the Directors of PAYETTE COUNTY CENTENNIAL COMISSION, INC. are
known to me to be the persons whose names are subscribed to the
foregoing instrument, and acknowledged to me that they executed
the same.

IN WITNESS WHEREOF, I have hereto set my hand and seal the
day and year in this certificate written.

Cathleen Posey
Notary Public for Idaho
Residing at Payette
My Commission Expires: _____