

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NORTH IDAHO EMPLOYERS' GROUP, INC.

File number C 115230

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 NORTH IDAHO EMPLOYERS' GROUP, 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: June 5, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alta Sike*

ARTICLES OF INCORPORATION
OF
NORTH IDAHO EMPLOYERS' GROUP, INC.

The undersigned, acting as the incorporator of a nonprofit corporation (the Corporation) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the Act), adopts the following Articles of Incorporation (Articles):

Article I Name.

The name of the Corporation is the North Idaho Employers' Group, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Coeur d'Alene, County of Kootenai, State of Idaho. The address of the initial registered office is 6500 Mineral Drive, Coeur d'Alene, Idaho, 83814-8788, and the name of the initial registered agent at this address is Nathaniel K. Adams.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To become more informed on Idaho workers' compensation issues; to make information available to North Idaho employers on Idaho workers' compensation matters, and to work for improvements within the workers' compensation system.

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1. ARTICLES OF INCORPORATION OF NORTH IDAHO EMPLOYERS' GROUP, INC.

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B. Charitable, religious, educational, or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value, provided that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry out or do.

Article VI Limitations.

No part of the net earnings or the assets 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 V hereof. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Members.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a representative of a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

2. ARTICLES OF INCORPORATION OF NORTH IDAHO EMPLOYERS' GROUP, INC.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE F. JEFFRIES	Sunshine Mining Co., Big Creek Road Kellogg, ID 83837
SHERRY A. SMITH	E. 5650 Seltice Way Post Falls, ID 83854
ELMER L. MATTILA	704 E. 4th Post Falls, ID 83854

Article IX Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, the Act, and Section 501(c)(3) of the Internal Revenue Code of 1986. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator.

The name and street address of the incorporator is Nathaniel K. Adams, 6500 Mineral Drive, Coeur d'Alene, Idaho, 83814-8788.

3. ARTICLES OF INCORPORATION OF NORTH IDAHO EMPLOYERS' GROUP, INC.

Article XII Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 31st day of May, 1996



NATHANIEL K. ADAMS

4. ARTICLES OF INCORPORATION OF NORTH IDAHO EMPLOYERS' GROUP, INC.