

State of Idaho

Department of State

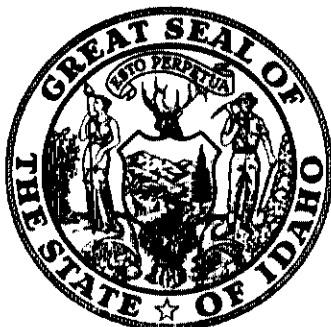
CERTIFICATE OF INCORPORATION OF

CITIZENS FOR GOOD PLANNING, 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 CITIZENS FOR GOOD PLANNING, 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: July 16, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION
OF
CITIZENS FOR GOOD PLANNING, INC.**

Jul 16 9 47 AM '93
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS that George R. Kelly and Adele L. O'Leary, being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

**ARTICLE I.
NAME**

1.1. The name of the Corporation (hereinafter called "Corporation") is CITIZENS FOR GOOD PLANNING, INC.

**ARTICLE II.
DURATION**

2.1. The duration of this Corporation shall be perpetual.

**ARTICLE III.
PURPOSES AND POWERS**

3.1. This Corporation is not organized for profit and no part of gains or earnings shall inure to its members. The purpose or purposes for which the Corporation is organized are: To encourage practical, thorough, professional and community based on Land Use Planning and to transact any or all other lawful business for which corporations may be incorporated under Idaho Non-Profit Business Corporation Act.

**ARTICLE IV.
MEMBERS AND MEMBERSHIP**

4.1. Non-Stock Corporation. Participation in management and ownership of the Corporation shall be by Directorship only. The Corporation shall issue no stock and shall have no shareholders.

4.2. Members. This Corporation shall have no members.

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

5.1. The initial registered office of the Corporation shall be 3570 S. Vista Drive, Coeur d'Alene, Idaho 83814 and the name of its registered agent is: George R. Kelly.

**ARTICLE VI.
INCORPORATORS**

6.1. The names and addresses of the incorporators of the Corporation shall be as follows:

NAME

George R. Kelly

ADDRESS

3570 S. Vista Drive
Coeur d'Alene, ID 83814

Adele L. O'Leary

1250 Ironwood Drive, Suite 336
Coeur d'Alene, ID 83814

**ARTICLE VI.
BOARD OF DIRECTORS**

6.1. The affairs of this Corporation shall initially be managed by a Board of nine (9) Directors. The number of Directors may be increased by amendment of the By-Laws of the Corporation. The names and addresses of the initial Directors the Corporation of the Corporation until the selection of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
Katie Brodie	1618 East Hayden Avenue Hayden Lake, Idaho 83835
Roy H. Cook	2848 Masters Drive Coeur d'Alene, Idaho 83814
G. Alann Krivor	1606 Lookout Drive Coeur d'Alene, Idaho 83854
George R. Kelly	3570 S. Vista Drive Coeur d'Alene, Idaho 83814
Bruce Cyr	845 W. Kathleen Avenue Coeur d'Alene, Idaho 83814
J.A. (Sandy) Emerson	1615 Lookout Drive Coeur d'Alene, Idaho 83814
R. James Coleman	E. 1257 Glen More Court Hayden Lake, Idaho 83835
Steven C. Wetzel	1250 Ironwood Drive, Suite 336 Coeur D'Alene, Idaho 83814
George E. Thayer	S. 3105 Hwy 41 Rathdrum, Idaho 83858

**ARTICLE VII.
DISSOLUTION**

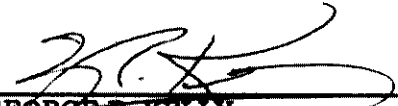
7.1. In the event of dissolution, liquidation or winding up of the Corporation, after paying of or adequately providing for the debts and obligations of the Corporation, the Directors or persons in charge of the liquidation shall distribute any remaining assets, properties and/or money to such charity or charities as may be recognized under Section 170 of the United States Internal Revenue Code, the particular charity or charities to be determined by a majority vote of the Directors of the Corporation at a meeting called for that purpose.

2. ARTICLES OF INCORPORATION OF CITIZENS FOR GOOD PLANNING, INC.

ARTICLE VIII.
AMENDMENT OF ARTICLES

8.1. Amendments to the Articles can be made by the vote or written assent of at least two-thirds (2/3) of a quorum of the Directors.

For the purposes of forming this Corporation under the laws of the State of Idaho, we, the undersigned incorporators have executed these Articles of Incorporation on the 15th day of July, 1998.



GEORGE R. KELLY



ADELE L. O'LEARY

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