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State of Idaho

Department of State

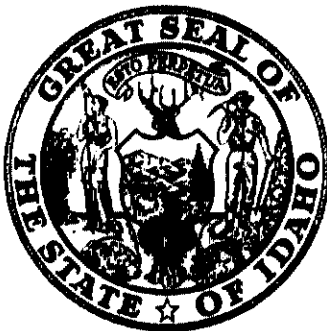
CERTIFICATE OF INCORPORATION OF

IDAHO U. S. HIGHWAY 95 ASSOCIATION, 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 IDAHO U. S. HIGHWAY 95 ASSOCIATION, 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: February 4, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Debbie Hamwood

Corporation Clerk



IDAHO US HIGHWAY 95 ASSOCIATION

455 State Street, Suite 3
Weiser Idaho 83672
(208) 549 1908 Fax 208 549 0071

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

OF

IDAHO U. S. HIGHWAY 95 ASSOCIATION, INC.

92 FEB 4 AM 8 31

(A non-profit corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, all of whom are citizens and residents of the United States and are over the age of majority, do hereby execute and make the following Articles of Incorporation for the purposes of forming a non-profit corporation under and pursuant to the Idaho Non-Profit Corporation Act, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be "IDAHO U. S. HIGHWAY 95 ASSOCIATION, INC."

ARTICLE II

PURPOSE

The specific and primary purposes for which this corporation is formed are business, educational, safety, and economic development related, and are to concern themselves with the procurement and extension of financial aid toward the corporation. The activities of the corporation shall be broad in scope and there would be built up from year to year, a fund which would be continuously available for essential capital and supplemental operational needs of the Idaho U. S. Highway 95 Association, Inc., for future and continual development of Idaho's U. S. Highway 95 from the Oregon border to the Canadian border.

ARTICLE III

POWERS

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV

MEMBERSHIP CERTIFICATE

The corporation shall not have capital stock. Each member shall be issued a Membership Certificate and shall have one (1) vote. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

ARTICLE V

RESTRICTION

(a) No part of the net earnings 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 II hereof.

(b) No part of the activities of the corporation shall be 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.

**ARTICLE VI
AMENDMENTS**

All provisions of these Articles of Incorporation shall be subject to amendment consistent with the provisions of Idaho state law and Section 501 (c) (3) of the the Internal Revenue Code of 1954 as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, providing that due notice of the amendment is included in the notice of said meeting.

**ARTICLE VII
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable , educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for business, educational, safety, and economic development purposes.

ARTICLE VIII
REGISTERED OFFICE

The location of the registered office of the corporation shall be 455 State Street, Suite 3, Weiser, Idaho, 83672, and the registered agent shall be Michael Dolton, President, at the address set out above.

ARTICLE IX
DURATION

The duration of this corporation shall be perpetual.

ARTICLE X
MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors and the executive committee to be elected as provided in the By-Laws, but in no case shall the number of directors be less than three (3). The directors shall hold their offices for three (3) years, or such other period as the By-Laws shall determine, and until their successors are elected and qualified. The initial directors of the corporation shall be all of those persons whose names appear in these Articles as incorporators.

ARTICLE XI
INCORPORATORS, ORIGINAL MEMBERS AND DIRECTORS


The names and address of the members of the Board of Directors of the corporation, each of whom shall serve as a director until his successor is duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ray Stark, Director	P. O. Box 2368 Boise, ID 83702
Bill Parish, Director	P. O. Box 8935 Moscow, ID 83843
Terry Vanderwall, Director	104 South 'A' Street Grangeville, ID 83530
Jim Deffenbaugh, Director	11100 Airport Dr. Hayden, ID 83835
Bob Pace, Director	Rt. 4, Box 5050 Bonners Ferry, ID 83805
Debbie Ferguson, Director	P. O. Box 724 Sandpoint, ID 83864


The names and address of the incorporators and original members of the Board of Directors of the corporation, each of whom shall serve until his successor is duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Dolton, President	455 State Street, Suite 3 Weiser, ID 83672
Ron McMurray, President-Elect	1626 6th Ave. North Lewiston, ID 83501
Carol Campbell, Secretary/Treas.	700 Center Avenue Payette, ID 83661

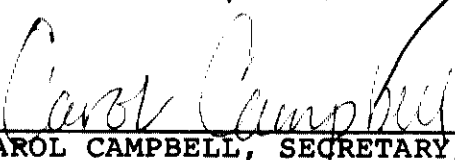
/SIGNED/



 MICHAEL DOLTON, PRESIDENT 1/31/92
DATE



 RON MC MURRAY, PRESIDENT-ELECT 1/31/92
DATE



 CAROL CAMPBELL, SECRETARY/TREASURER 1-31-92
DATE