

**ARTICLES OF INCORPORATION
OF
HEYBURN STATE PARK LEASEHOLDERS ASSOCIATION INC.**

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation is Heyburn State Park Leaseholders Association Inc.

ARTICLE II

STATUS AND DURATION

Heyburn State Park Leaseholders Association Inc. is a nonprofit corporation and shall have perpetual existence.

ARTICLE III

PURPOSES

The purposes of the Heyburn State Park Leaseholders Association Inc. are to represent the interests of its members, to advance the objectives of its members and to promote benefits and activities designed to enable its members to protect and enjoy their property and interests in property at Heyburn State Park in the State of Idaho, and to transact any lawful activity that may be carried on by a corporation under the Idaho Nonprofit Corporation Act.

Heyburn State Park Leaseholders Association Inc. is organized and shall be operated within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

MEMBER CORPORATION

Heyburn State Park Leaseholders Association Inc. shall have members, as that term is defined in the Idaho Nonprofit Corporation Act.

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

06/18/2007 05:00
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ARTICLE V

LIMITATIONS ON DISTRIBUTION OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of any individual or for-profit entity except to the extent of reasonable compensation for services performed, for purposes that enable members to protect and enjoy their property and interests in property at Heyburn State Park and for public education purposes approved by the Board of Directors.

ARTICLE VI

LIMITATIONS ON ACTIVITIES

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 organized and operated within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. In addition, no substantial part of the activities of the corporation shall be devoted to 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 VII

BOARD OF DIRECTORS AND OFFICERS

The corporation's board of directors shall consist of seven (7) individuals, as designated and/or elected in accordance with the bylaws. The corporation's officers shall consist of a president, vice-president, secretary and treasurer and such other officers as may be appointed by the board of directors. This corporation shall have such other committees as the board of directors or the membership shall, from time to time, create. The names and addresses of the individuals who

are to act as the initial officers and directors until the election of their successors under provisions of the bylaws are:

President and Director	Nathan Dykes 10410 East Ninth Avenue Spokane, WA 99206
Vice-President and Director	Michael Fereday 2931 Moser Court Moscow, ID 83843
Treasurer and Director	Greg Patrek 462 Ridge Road Moscow, ID 83843
Secretary and Director	R. Stan Weeks 5924 Genoa Coeur d'Alene, ID 83814
Director	Alan Kump 335 N. Almon Moscow, ID 83843
Director	Mike Sprenger 1341 Tamarack Moscow, ID 83843
Director	Barbara Hammond 1110 NE Indiana Pullman, WA 99163

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such other organization or organizations that are then described in Section 501(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, as the board of directors shall determine.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE XI

MERGER OR CONSOLIDATION

Heyburn State Park Leaseholders Association Inc. may, at any time, merge or consolidate with any other corporation not for profit in any manner as may be permitted by the laws of the State of Idaho at the time of such merger or consolidation.

ARTICLE XII

BYLAWS

The Board of Directors of Heyburn State Park Leaseholders Association Inc. shall adopt Bylaws and shall recommend amendments or alterations to the Bylaws deemed necessary or convenient for the proper government and management of the business and affairs of this corporation at any regular meeting or at any special meeting of the membership. An amendment of the Bylaws must be adopted by the members by a simple majority of the votes cast at any regular meeting of the membership or at any special meeting of the membership.

ARTICLE XIII

REGISTERED OFFICE AND AGENT


The street address of the corporation's initial registered office is 2931 Moser Court, Moscow, ID 83843. The name of its initial registered agent at that location is Michael Fereday.

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator is Michael Fereday, 2931 Moser Court, Moscow, ID 83843.

DATED: June 14, 2007.



Michael Fereday
Incorporator