

FILM REELECTIVE

**ARTICLES OF INCORPORATION
OF
THE RECREATION FOUNDATION FOR BLAINE COUNTY, INC.**

The undersigned, acting as the Incorporator of a nonprofit Corporation under the Idaho Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation for such Corporation.

ARTICLE 1

Name

The name of the Corporation is The Recreation Foundation for Blaine County, Inc.

ARTICLE 2

Non-profit Status

The Corporation is a nonprofit corporation as defined in the Idaho Nonprofit Corporation Act.

ARTICLE 3

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE 4

Registered Office and Agent

The location of the Corporation is in the City of Hailey, County of Blaine, State of Idaho. The address of the initial Registered Office is 1050 Fox Acres Road, Room 100, Hailey, Idaho 83333-8415. The name of the initial Registered Agent is Wallace E. Morgus.

ARTICLE 5

Purposes

The Corporation is organized and will be operated for the following purposes:

A. To support the activities of the Blaine County Recreation District, enhance the quality of life and lessen the burdens of government in Blaine County by raising funds to purchase, construct and maintain public recreational facilities and to organize and implement recreational programs that best serve the interests of the community, to increase recreational opportunities for the community and, in general, to promote a strong and healthy community.

B. Charitable, religious, literary, scientific or educational purposes as set forth in Section

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501(c)(3) of the Internal Revenue Code, as amended from time to time (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

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 things of value. 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 therefore, may not at that time lawfully carry on or do.

ARTICLE 6

No Members

The Corporation shall not have any members.

ARTICLE 7

Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation is five (5). A change in the number of directors may be made by amending the Bylaws 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 existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and mailing addresses of the Directors constituting the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
J. Timothy Hamilton	202 Shaun Lane Hailey, Idaho 83333
Leslie Fairbrother	748 South Main Street Bellevue, Idaho 83313
Alan Stevenson	P.O. Box 1184 Sun Valley, Idaho 83353
Wallace E. Morgus	201 Sweetbrier Road Hailey, Idaho 83333
William D. Gilmore	P.O. Box 2122 Hailey, Idaho 83333

ARTICLE 8

Distributions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 5 hereof. No substantial 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 of distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended from time to time.

ARTICLE 9

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine to be consistent with the purposes of the Corporation.

ARTICLE 10

Incorporator

The name and mailing address of the Incorporator is:


Wallace E. Morgus
1050 Fox Acres Road
Room 100
Hailey, Idaho 83333

ARTICLE 11

Bylaws

Provisions for regulating the internal affairs of the Corporation shall be set forth in its Bylaws.

DATED this 29th day of SEPTEMBER, 2005.

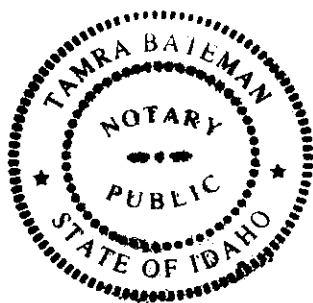

Wallace E. Morgus

STATE OF IDAHO)

) ss.

County of Blaine)

I, TAMRA BATEMAN, a notary public, do hereby certify that on this 29th day of SEPTEMBER, 2005, personally appeared before me WALLACE E. MORGUS, who, being by me first duly sworn, declared that he is the Incorporator of The Recreation Foundation for Blaine County, Inc., that he signed the foregoing document as Incorporator of the Corporation and that the statements therein contained are true.





Notary Public for Idaho

Residing at Blaine Co.

Commission expires: 10-3-08