



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

~~PAYETTE LAKES PROGRESSIVE CLUB, INC.~~

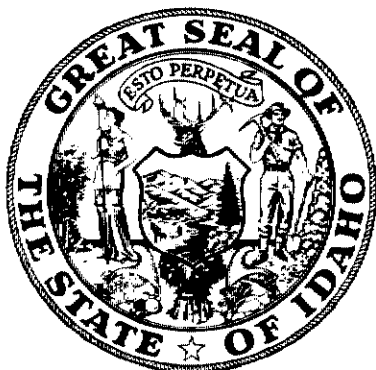
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

~~PAYETTE LAKES PROGRESSIVE CLUB, 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 29, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zula

Corporation Clerk

ARTICLES OF INCORPORATION
OF
PAYETTE LAKES PROGRESSIVE CLUB, INC.
A NON-PROFIT CORPORATION

RECEIVED
SEC. OF STATE
'89 JUN 26 AM 10 14

The undersigned acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Non-profit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I.

NAME

The name of the corporation is PAYETTE LAKES PROGRESSIVE CLUB, INC., which corporation is a non-profit corporation.

ARTICLE II.

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III.

PURPOSES AND POWERS

1. PURPOSES: The purpose of this corporation is to carry out the objects of the Payette Lakes Progressive Club, an unincorporated membership association first established in 1930 in McCall, Valley County, Idaho and its objects shall be:

- a) Civic improvement and to promote public welfare,
- b) For beautifying the Village of McCall,
- c) For promoting education, both physical and intellectual,
- d) For research work for the edification of the members.

2. EXEMPT STATUS: The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law. 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 or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

3. To engage in any lawful act or activlity for which corporations may be organized under the laws of the State of Idaho.

4. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, including the right to accept, hold, invest and reinvest, and administer any donations, gifts, bequests, trust benefits, and the like, so long as same are ultimately used, disbursed or donated for the purposes of the corporation.

5. To appoint such officers, employees and agents as the activities of the corporation may require and to make bylaws not inconsistent with any existing law for the management of its activities and the regulation and conduct of its affairs; to do all acts permitted by the laws of the State of Idaho, and all such other acts as are necessary and expedient to accomplish its stated purposes except as limited by the laws of the State of Idaho.

5. The foregoing clauses shall be construed both as Purposes and Powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, save as set forth.

ARTICLE IV.

BYLAWS

The corporation shall be governed by the provisions set forth in the corporation's bylaws, to be adopted by its membership.

ARTICLE V.

MEMBERSHIP

The membership of the corporation shall be governed by the provisions set forth in the corporation bylaws.

ARTICLE VI.

REGISTERED AGENT

The street address of the coporations initial registered office and the name of its initial registered agent at such address are as follows:

Street Address: 200 E. Park Street
McCall, Idaho 83638

Registered Agent: William M. Killen

Mailing Address: P. O. Box A. O., McCall, ID 83638

ARTICLE VII.

DATA RESPECTING INITIAL DIRECTORS/INCORPORATORS

There shall be four (4) directors initially. The names and post office address of each of the initial directors/ incorporators who will serve until their successors are selected and qualified are:

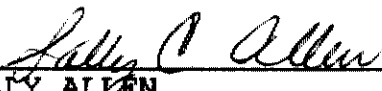
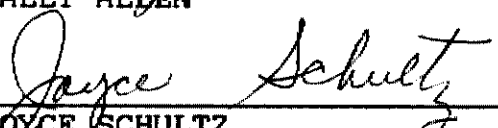
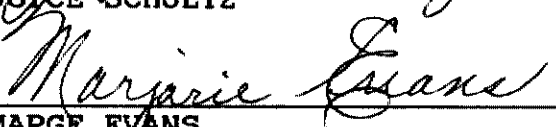
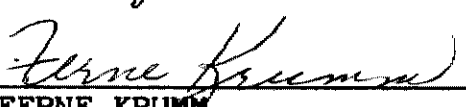
<u>NAME</u>	<u>ADDRESS</u>
Sally Allen	P. O. Box 721, McCall, ID 83638
Joyce Schultz	P. O. Box 115, Lakefork, ID 83635
Marge Evans	P. O. Box 188, McCall, ID 83638
Ferne Krumm	P. O. Box 86, Lakefork, ID 83635

ARTICLE VIII.

DISSOLUTION

In the event of dissolution, all the remaining assets and property of the corporation shall, after necessary expenses thereof, be exclusively distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

EXECUTED this 23rd day of June, 1989.

	_____
SALLY ALLEN	
	_____
JOYCE SCHULTZ	
	_____
MARGE EVANS	
	_____
FERNE KRUMM	