

CERTIFICATE OF INCORPORATION  
OF

SANDPOINT FINE WOODWORKING GUILD, INC.

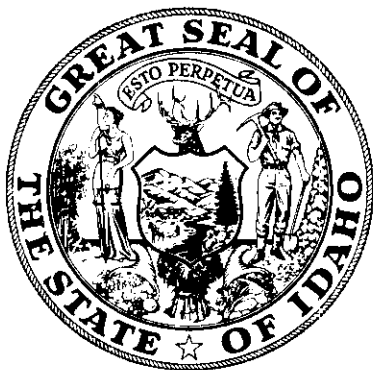
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

SANDPOINT FINE WOODWORKING GUILD, 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 October 14, 19 82.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
of  
SANDPOINT FINE WOODWORKING GUILD, INC.

A non-profit corporation of the State of Idaho

Article I - NAME

The name of the Corporation shall be Sandpoint Fine Woodworking Guild, Inc. and its principal place of business shall be Sandpoint, Idaho.

Article II - NON-PROFIT CORPORATION

The Corporation shall be a non-profit corporation.

Article III - DURATION

The duration of the Corporation shall be perpetual.

Article IV - PURPOSE

The purpose of the Corporation shall be to promote, develop, encourage, advance and improve business conditions for the art or craft of fine woodworking in the Sandpoint, Idaho, community and surrounding areas.

Article V - EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual.

Article VI - POWERS

The Corporation shall have and may exercise all the powers conferred upon a non-profit corporation by the State of Idaho now existing and hereinafter enacted.

Article VII - MEMBERSHIP

The Corporation shall have one (1) class of members. Annual membership dues may be chargable. Each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members.

Article VIII - DIRECTORS

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors of not less than three (3) nor more than seven (7) Directors, and a majority of the Directors shall have the right to exercise the powers conferred upon the Directors by these Articles of Incorporation and by the Corporate By-Laws. The Directors may delegate such powers to officers, agents, and employees selected by them. Directors must be members of the Corporation.

Article IX - AGENT AND ADDRESS

The registered office of the corporation shall be at Route 1, Box 143 (Colburn-Culver Road), Samuels, Idaho 83862. The registered agent shall be Stephen R. Leake. The mailing address of the corporation shall be Route 1, Box 143, Samuels, Idaho 83862.

Article X - DIRECTORS' NAMES AND ADDRESSES

The name and addresses of the directors constituting the initial Board of Directors are:

Stephen R. Leake  
Route 1, Box 143  
Samuels, ID 83862


Daniel Joseph  
P.O. Box 1101  
Sandpoint, ID 83864

Chris Hecht  
Route 1 Box 213  
Sagle, ID 83860

Article XI - INCORPORATOR'S NAME AND ADDRESS

The name and street address of each incorporator is:

Stephen R. Leake  
Route 1, Box 143  
Samuels, ID 83862

  
Stephen R. Leake