

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

SUN VALLEY-KETCHUM CHAMBER OF COMMERCE, 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 _____

SUN VALLEY-KETCHUM CHAMBER OF COMMERCE, INC.

duly signed pursuant to the provisions of the Idaho Business 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: December 8, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gursaa*

ARTICLES OF INCORPORATION
OF
SUN VALLEY-KETCHUM CHAMBER OF COMMERCE, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is: SUN VALLEY-KETCHUM CHAMBER OF COMMERCE, INC.

ARTICLE II

The corporation is a nonprofit corporation

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The purposes for which the nonprofit corporation is organized are: to promote, organize and encourage educational, business and cultural activities within the Sun Valley, Ketchum, Idaho area; to procure advertising in regional and national publications for the promotion of area tourism; to promote the common business interests of its members; to do all acts and things as permitted under Section 501(c)(3) of the Internal Revenue Code 1951, as the same now exists or as it may be amended from time to time.

ARTICLE V

The nonprofit corporation will be a membership corporation with one (1) class of members as provided in the corporation's Bylaws.

ARTICLE VI

Directors of the nonprofit corporation shall qualify and be elected in the manner provided by the Bylaws.

ARTICLE VII

The address of the initial registered office of the corporation is as follows:

Post Office Address: P.O. Box 2420
Sun Valley, ID 83353

Street Address: 4th Street and Main
Ketchum, ID 83340

The name of the initial registered agent of the corporation at the above address is: DEBORAH GEORGE.

ARTICLE VIII

The initial Board of Directors shall be four (4). The number of directors may be increased as provided in the Bylaws. The names and addresses of the persons who are to serve as directors until the first meeting of the nonprofit corporation or until their successors are elected and qualified are:

DENNIS LALLMAN P.O. Box 989
Ketchum, ID 83340

KEITH ORLANDER P.O. Box 1759
Ketchum, ID 83340

JOHN WELLS P.O. Box 823
Ketchum, ID 83340

CAROL HODGES P.O. Box 2024
Sun Valley, ID 83353

ARTICLE IX

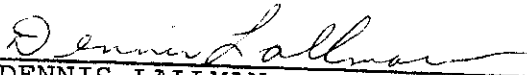
The nonprofit corporation shall have all the powers granted nonprofit corporations under the laws of the State

of Idaho. However, notwithstanding anything herein to the contrary, the nonprofit corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of section 501 (c) (3) of the Internal Revenue Code of 1954, under which the corporation chooses to qualify for exemption, as the same now exists or as it may be amended from time to time.

ARTICLE X

In the event of the dissolution of the nonprofit corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the nonprofit corporation from any source after the payment of all debts and obligations of the nonprofit corporation, shall be used or distributed exclusively for the purposes within the intendment of Section 501(c) (3) of the Internal Revenue Code of 1954, as the same now exists or as it may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand this
30th day of November, 1981.


DENNIS LALLMAN, Incorporator
P.O. Box 989, Ketchum, ID 83340

VERIFICATION

STATE OF IDAHO)
)
COUNTY OF BLAINE) ss

DENNIS LALLMAN, being first duly sworn, deposes and .
says:

That he is the incorporator in the above entitled
articles and has read the foregoing instrument; knows the
contents thereof, and believes the facts therein stated to
be true.

Dennis Lallman
DENNIS LALLMAN

SUBSCRIBED AND SWORN TO before me, this 7th day of
December, 1981.

Robert H. H. H.
NOTARY PUBLIC for Idaho
Residing at Ketchikan
Lifetime Commission