

FILED EFFECTIVE

PAYETTE RIVER MOUNTAINS VISITORS ASSOCIATION, INC. 3: 32
ARTICLES OF INCORPORATION

SECRETARY OF STATE
 STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Non-profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation:

11/14/2006 05:00
 CH: MRS. J. 18415 PH: 1813489
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ARTICLE I.
NAME

The name of the corporation shall be "Payette River Mountains Visitors Association, Inc."

ARTICLE II.
NON-PROFIT STATUS

The Corporation shall be a private, not for profit 501(c)(6) corporation.

ARTICLE III.
PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the County of Valley, State of Idaho. The address of the initial registered office is PO Box 3220, Donnelly, Idaho 83638. The name of the initial registered agent is Thaona Sinclair, whose street and mailing address is 2099 West Mountain Road, P.O. Box 840, Donnelly, Idaho 83615.

ARTICLE V.
PURPOSES

The purposes for which this corporation is organized are as follows:

- (A) The Payette River Mountains Visitors Association will market and promote the Payette River Mountain Area (see map exhibit A) defined as a year-round visitor destination to improve the long-term economic vitality of the region;
- (B) To attract overnight visitors to Payette River Mountain Area by promoting the Payette River Mountain Area as a leisure, convention and meetings destination;
- (C) To provide coordination and leadership for the communities of the Payette River Mountains and the visitor industry on matters relating to tourism activities;
- (D) To gather community information designed to convey to opinion leaders and the public at large the status and economic viability of the visitor industry;
- (E) To work with local, regional, statewide and national tourism partners, private sector, government leaders and interested parties to structure suitable financing and policy plans for the Association and to implement those plans in accordance with industry directive;

(F) To undertake activities specified by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3); and,

(G) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value.

Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business of 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 VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, 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 V hereof. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE VIII. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and the Bylaws, and are consistent with the management authority that these Articles and the Bylaws grant to the Board of Directors of the Corporation. Any person, association, corporation, partnership, or other entity may become a member of the Corporation according to the provisions of the Bylaws.

ARTICLE IX. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than nine (9) or more than seventeen (17) individuals. The actual number of Directors shall be fixed in accordance with the Corporation's Bylaws. The number, qualification, terms of office, manner of election, powers and duties of such Directors shall be such as may be prescribed by law, by these Articles, by such Bylaws as may from time to time be enforced.

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

<u>Name</u>	<u>Address</u>
Wolfe Ashcraft	c/o Donnelly Chamber of Commerce P.O. Box 83 Donnelly, ID 83615
Ron Lundquist	c/o Cascade Chamber of Commerce P.O. Box 571 Cascade, ID 83611
Thaona Sinclair	c/o Tamarack Chamber of Comm. P.O. Box 840 Donnelly, ID 83615
Wes Nelson	c/o Garden Valley Chamber of Com. SWITA 2645 N. Cole #C Boise, ID 83704
Travis Lundquist	c/o McCall Chamber of Commerce P.O. Box 350 McCall, ID 83638

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is Thaona Sinclair of 2099 West Mountain Road, P.O. Box 840, Donnelly, Idaho 83615.

ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE XII. DISTRIBUTION ON DISSOLUTION

The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall inure, or be distributed to the members of the Corporation. Upon 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 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 distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the

DATED this 14th day of November 2006.

Thaona Sinclair
Thaona Sinclair, Incorporator