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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
PANHANDLE RIDERS ASSOCIATION, INC.
(an Idaho Non-profit Corporation)

The undersigned, acting as incorporators of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, as amended, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is **PANHANDLE RIDERS ASSOCIATION, INC.**

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The address of the initial registered office is 419 West 4th, P.O. Box 8, Clark Fork, Idaho 83811, and the name of the initial registered agent at this address is **PAMELA SCHENCK**. The initial mailing address of the corporation is PO Box 61, Ponderay, Idaho 83852.

ARTICLE V

The purposes for which the corporation is organized and will be operated are as follows:

ARTICLES OF INCORPORATION (non-profit) - 1

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A. Promote the enjoyment of Off Highway Vehicle (OHV) recreation and access to public and private lands, as set forth in the corporation's mission statement.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) 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 under such Section 501(c)(3).

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, which the corporation may not at that time lawfully carry on or do.

ARTICLE VI

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. No substantial part of the activities of the corporation shall be for 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 provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

The corporation shall have members and memberships, the terms of which shall be fixed in accordance with corporation's Bylaws.

ARTICLE VIII

The affairs of the corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be not be less than three (3). 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 or members of the corporation in the manner and for the term provided in the Bylaws of the corporation.

The name and street address of the persons constituting the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
BILL JOHNSON	1093 Mays Road, Sagle, Idaho 83860
CARL MAY	30 Gun Club Road, Sagle, Idaho 83860
GEOFF SMITH	195 Triangle Drive, Ponderay, Idaho 83852
RICHARD HOLCOMB	22 Carl Lane, Sagle, Idaho 83860
JOHN FITZGERALD	247 North River Lake Drive, Clark Fork, Idaho 83811

ARTICLE IX

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 purposes of the corporation.

ARTICLE X

The names and addresses of the incorporators (and respective initial offices and capacities) are:

BILL JOHNSON, Director	1093 Mays Road, Sagle, Idaho 83860
CARL MAY, Director	30 Gun Club Road, Sagle, Idaho 83860
GEOFF SMITH, Director	195 Triangle Drive, Ponderay, Idaho 83852
RICHARD HOLCOMB, Director	22 Carl Lane, Sagle, Idaho 83860
JOHN FITZGERALD, Director	247 North River Lake Drive, Clark Fork, Idaho 83811
JOHN CRUMP, President	87 Big Burl Road, Sagle, Idaho 83860
LLOYD POTTER, Vice President	1748 Forest Siding Road, Sandpoint, Idaho 83864
PAMELA SCHENCK, Secretary	419 West 4 th , P.O. Box 8, Clark Fork, Idaho 83811

MICHAEL HUTTER, Treasurer


671 Elm Street, P.O. Box 446,
Ponderay, Idaho 83852


ARTICLE XI


Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

DATED this 14 day of June, 2007.

Incorporators:


BILL JOHNSON


CARL MAY

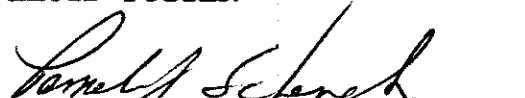

GEOFF SMITH


RICHARD HOLCOMB


JOHN FITZGERALD


JOHN CRUMP


LEOYD POTTER


PAMELA SCHENCK


MICHAEL HUTTER