

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NEZPERCE CHAMBER OF COMMERCE, INC.

File number C 106954

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 NEZPERCE CHAMBER OF COMMERCE, 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: July 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sipe*

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OR
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NEZPERCE CHAMBER OF COMMERCE, INC.

IDAHO SECRETARY OF STATE
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens of the United States and residents of Lewis County, Idaho, do hereby associate ourselves together for the purpose of forming a non-profit corporation in accordance with the provisions of Chapter 3, Title 30, of the Idaho Code, entitled Idaho Non-Profit Corporation Act, and the laws of the State of Idaho, relating to the organization of corporation where pecuniary profit is not the object, do hereby certify and declare as follows:

ARTICLE I.

The name of this corporation is the NEZPERCE CHAMBER OF COMMERCE, INC.

ARTICLE II.

This corporation is organized not for profit and the objects and purposes to be transacted and carried on are as follows:

1. To promote, conduct, provide for and carry on any and all activities in connection with the operation of a Chamber of Commerce for the economic benefit and general welfare of the community.

2. To hold title to all property which said Corporation may now own or may hereafter acquire, and for said purposes and to that end, to buy, sell, acquire, own, mortgage, transfer, lease, exchange, trade or otherwise acquire or dispose of real and personal property, and otherwise do all acts and things necessary or convenient in or about the conduct, management and carrying on of such activities, objects and purposes.

3. To make, perform and carry out contracts and agreements for any lawful purpose to the same extent and as fully as natural persons might or could do and to do, perform and carry on its business as principal agent with any other person, firm, association or other department or agency of the county, state, and/or federal government.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location of the principal place of business of this Corporation and the registered office shall be Nezperce, Lewis County, State of Idaho.

ARTICLE V.

The initial registered agent of the Corporation is Debbie Gibler, HCRL, Box 29A, Nezperce, Idaho 83543.

ARTICLE VI.

The members of this Corporation shall not be subject to assessments and the private property of the members shall not be subject to payment of association debts, expenses or other obligations to any extent whatsoever.

ARTICLE VII.

The Board of Directors of the Corporation shall never be less than three (3) in number, subject to being increased by proper action of the Corporation at a later date.

The names and post office addresses of the incorporators and the first directors are as follows:

Debra Gibler, President and Director, HCRL, Box 29A,
Nezperce, Idaho 83543;
Heather Syron, Vice President and Director, HCRL, Box 26,
Nezperce, Idaho 83543; and
Darlene Thompson, Secretary and Director, Route 1,
Nezperce, Idaho 83543.

The Board of Directors shall be selected from those who are members of this Corporation and the number, qualifications, terms of office, manner of election, time and place of meetings and powers and duties shall be as prescribed in the By-Laws of this Corporation.

ARTICLE VIII.

The Corporation formed herein shall have no capital stock; it shall be composed of members rather than shareholders. The

conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

ARTICLE IX.

This Corporation is not organized for pecuniary profit and it shall have no power to declare dividends and it shall not have or issue any capital stock. Membership in the Corporation shall not entitle a person to any interest whatsoever in the assets of the Corporation, but only to participate in the management of the affairs of the Corporation in meeting of the members legally called and held within the period covered by the membership and the By-Laws.

ARTICLE X.

The number of Directors of the Corporation is herein specified, but such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws. In a case of an increase in the number of Directors, the additional Directors may be elected by the Directors then in office and the Directors so elected shall hold office until the next annual meeting of the members and until their successor is properly elected and qualified.

ARTICLE XI.

These Articles may be amended in any manner permitted or authorized by law, by the favorable vote or a two-thirds (2/3) majority of the members present or represented by proxy at a meeting of the members duly called upon notice, for the specific purpose thereof and containing a statement of the proposed amendment.

ARTICLE XII.

The general geographical area in which this association shall operate will be the city of Nezperce and the surrounding area and its environs, but any question as to the actual area

involved for membership purposes shall be subject to determination by the Board of Directors.

ARTICLE XIII.

Membership in the NEZPERCE CHAMBER OF COMMERCE, INC., shall consist of one class. Such membership in this Corporation shall always be unassignable.

ARTICLE XIV.

Upon the winding up and dissolution of this Corporation or its termination by other means, after paying or adequately providing for the debts and obligations of the Corporation, the funds remaining in the treasury of this Corporation shall be distributed to a non-profit fund, foundation or corporation which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto set our hands this 1 day of June, 1994.

Debra Gibler
Debra Gibler

Heather Syron
Heather Syron

Darlene Thompson
Darlene Thompson

STATE OF IDAHO)
) ss.
County of Lewis)

On this 1 day of June, 1994, before me a Notary Public in and for the said state, personally appeared DEBRA GIBLER, HEATHER SYRON, and DARLENE THOMPSON, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, and that they are citizens of the United States of America, and that they are residents of the State of Idaho, and are over the age of twenty-one (21) years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Rita Davis
Notary Public, State of Idaho
Residing at Kamiah, therein.
My Commission Expires: 9/15/99

(NOTARY SEAL)