

**Department of State.****CERTIFICATE OF INCORPORATION
OF**

FRIENDS FOR TROY, 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 _____

FRIENDS FOR TROY, 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 September 11, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elmer M. Zabala

Corporation Clerk

ARTICLES OF INCORPORATION
OF
FRIENDS FOR TROY, INC.

RECEIVED
SEC. OF STATE

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ARTICLE I.

NAME

The name of the corporation shall be FRIENDS FOR TROY, INC.

ARTICLE II.

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III.

NON-PROFIT CORPORATION

The corporation shall be a non-profit corporation.

ARTICLE IV.

PURPOSES

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

1. To provide and organize a community-wide effort of public interest and community action for the welfare of the City of Troy, Idaho.
2. To operate, as a charitable institution and not for pecuniary profit, with a view toward conferring upon the public as much benefit as is consistent with the proper operation, management and control of this corporation.
3. To solicit, receive and expend, grants, donations, bequests and/or legacies for any purpose stated herein.
4. No part of the net earnings of the corporation shall

inure to the benefit of any director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes); no private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. No part of the activities of the corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation or participating in or intervening in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office, except as specifically authorized by the Internal Revenue Service under Section 501(h) of the 1986 Code, as amended.

5. All expenditures and appropriations of funds by this corporation shall be used for use within the United States of America.

6. Any other lawful purposes for which corporations may be organized under the laws of the State of Idaho and not inconsistent with the foregoing.

ARTICLE V.

MEMBERSHIP

This corporation shall have one class of members. Each member shall pay the annual dues established by the Board of Directors. Each member shall have one vote. Members' votes will be cast solely for the purposes of electing the Board of Directors.

ARTICLE VI.

BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors, the initial number of which shall be two (2). The number of directors may be fixed by the Bylaws and the number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:

Erma Harland
622 South Main
Troy, Idaho 83871

Jim Hogue
617 South Main
Troy, Idaho 83871

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is Post Office Box 1225, Lewiston, Idaho 83501.

The registered agent of the corporation shall be Jack Lingren, whose address is c/o Post Office Box 1225, ^{322 Main Street} Lewiston, Idaho 83501.

ARTICLE VIII.

DISSOLUTION

In the event of dissolution of this corporation, all of the remaining assets of the corporation shall be distributed to such tax-exempt charitable organizations for educational, charitable,

benevolent and scientific purposes as may be selected by the Board of Directors.

ARTICLE IX.

AMENDMENTS

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote of the membership. The proposed amendment shall be adopted upon receiving at least a majority of the votes of the membership.

ARTICLE X.

NON-PROFIT

This corporation is not organized for profit. There shall be no capital stock and membership shall be determined pursuant to the provisions of these articles. Private property of the directors or members shall not be liable for the debts of the corporation.

ARTICLE XI.

BYLAWS

The directors of the corporation shall have the power to adopt Bylaws consistent with the laws of the State of Idaho and these articles, which shall provide and shall designate the manner in which the purposes of this corporation shall be carried out.

ARTICLE XII.

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

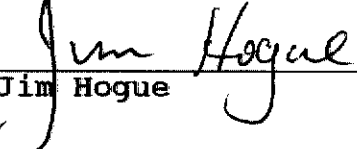
Jack Lingren
106-1/2 Fourth Street
Troy, Idaho 83871

Jim Hogue
617 S. Main
Troy, Idaho 83871

IN WITNESS WHEREOF, the incorporators hereinabove named have set their hands in duplicate this 7 day of September, 1989.



Jack Lingren



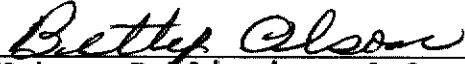
Jim Hogue

STATE OF IDAHO)
County of Latah) ss.

On this 7 day of September, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared JACK LINGREN and JIM HOGUE, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)



Notary Public in and for said
State, residing at Troy, Idaho
therein
My Commission Expires: 28 July 1994