

FILED EFFECTIVE

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SECRETARY OF STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
LATAH COUNTY RURAL ALLIANCE, INC.

The undersigned, acting as the incorporators of a Nonprofit Corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is: Latah County Rural Alliance, Inc.

ARTICLE II

Non-Profit Status

The Corporation is a Nonprofit Corporation.

ARTICLE III

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV

Registered Office and Agent

The location of the Corporation is in the County of Latah, in the State of Idaho. The address of the initial registered office is 1371 Mica Mt. Rd., Deary, Idaho 83823, and the name of the initial registered agent at this address is Murray O. Stanton.

ARTICLE V

Purpose and Powers

Section 1. Purpose. This is a Nonprofit Corporation, no part of the income of which is distributable to its members, directors, or officers. The purpose for which this Corporation is organized is for all lawful purposes under Idaho Nonprofit Corporate law, including charitable, benevolent, religious, eleemosynary, patriotic, civic, missionary, educational, scientific,, social, fraternal, athletic, aesthetic, agricultural, animal husbandry, and the conduct of p

IDAHO SECRETARY OF STATE
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commercial, industrial, or trade association purposes within the meaning of Title 26, § 501(c) of the United States Code.

- a. While the Corporation is constituted to attract support and contributions from a representative number of persons and businesses, it has not been formed for pecuniary profit or financial gain.
- b. Upon dissolution, the Corporation's assets will be distributed for one or more exempt purposes under Title 26, § 501(c) of the United States Code.
- c. The Corporation is organized for religious, charitable, scientific, literary, educational, civic, and social welfare purposes within the meaning of Title 26, § 501(c) of the United States Code. Any activities of the Corporation which may be characterized as political in nature, including attempts to influence legislation or any political campaign or public office shall be in accordance with those regulations applicable to the respective exempt classification accorded the Corporation under Title 26, Section 501 (c), United States Code (if any). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under such applicable classification of § 501(c) of Title 26, Section 501(c), United States Code (Internal Revenue Code of 1954 and 1986), as amended, or by such other applicable provisions of the same Code as such provisions are presently in force and effect or as they may be amended from time to time.

Section 2. Powers. Subject to the purposes declared above, this Corporation shall have the power to do any and all things which a Nonprofit Corporation may do under the laws of the State of Idaho. To these ends, the Corporation may take and hold by request, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, and may sell, convey, lease, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the interests of this Corporation.

ARTICLE VI

Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable 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.

ARTICLE VII

Members

The Corporation shall have voting members who shall be of such classes or categories as set forth in the Bylaws of the Corporation, and shall have such rights as provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation and set forth in the Bylaws of the Corporation. Any person may become a member of the Corporation upon meeting those requirements, including payment of annual dues, as may be designated by the Board of Directors and set forth in the Corporate Bylaws.

ARTICLE VIII

Board of Directors, Officers

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 fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The Officers of the Corporation shall be designated and elected as provided for in the Bylaws of the Corporation.

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

Leo J. Greenwalt
Jeffrey L. Harkins
George Hatley
Sarah Skaar
Murray O. Stanton
Nancy Lee Wight
Michelle L. Spain

ARTICLE IX

Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X

Distribution on Dissolution

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 501(c) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.

ARTICLE XI

Incorporators

The names and street addresses of the incorporators are:

Murray O. Stanton
1371 Mica Mt. Rd.
Deary, Idaho 83823

George Hatley
820 E. First
Moscow, ID 83843

Leo J. Greenwalt
1079 Reams Rd.
Moscow, ID 83843

Sarah Skaar
2750 Linden Rd.
Kendrick, ID 83537

Jeffrey L. Harkins
1174 Teare Rd.
Moscow, ID 83843

Nancy Wight
1340 Rock Creek Rd.
Potlatch, ID 83855


Michelle L. Spain
2405 Kathy Ave.
Moscow, ID 83843

ARTICLE XII

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.

Dated this 11th day of March, 2005.




Leo J. Greenwalt

3-11-2005
Date




Jeffrey L. Harkins

3/11/2005
Date




George Hatley

3/11/2005
Date



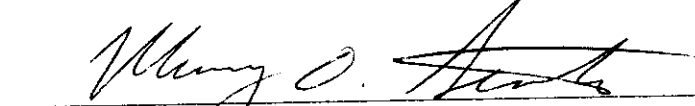
Sarah Skaar

3/11/05
Date



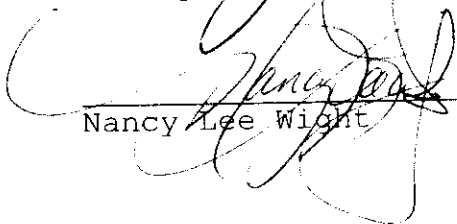
Michelle L. Spain

3/11/2005
Date



Murray O. Stanton

3/11/05
Date



Nancy Lee Wight

3-11-05
Date