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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
STATE OF IDAHO

**OPEN ROADS 4 IDAHO LTD.**

**Article 1.01. Name.** The name of this Idaho nonprofit corporation is Open Roads 4 Idaho Ltd. (hereinafter "the Corporation").

**Article 1.02. Period of Duration.** The period of the Corporation's existence and operation is perpetual.

**Article 1.03. Purpose.** The purpose for which the Corporation is organized is to exclusively engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and engage in any other non-profit activities allowed by Idaho law and not prohibited to be done by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Specifically, but without limitation of the foregoing, the Corporation shall engage in activities meant to promote the establishment, existence and scope of rights-of-way in the State of Idaho, and to promote the allowance of the continued and historic use of such rights-of-way with as little interference from federal regulatory authorities as possible.

**Article 1.04. Distribution of Income.** No part of the income of the Corporation shall be distributed to its members, directors or officers, *provided that* by resolution of the board of directors a reasonable amount may be paid to the officers of the Corporation for the performance of their duties. In the event that an officer and/or director of the Corporation is also an attorney or accountant, it shall not be deemed a conflict of interest for such officer or director to provide professional services to the Corporation and be paid for such services at their usual and customary hourly rate while also serving as an officer or director of the Corporation; and any conflict of interest that may exist as a result thereof is expressly waived by the Corporation.

**Article 2.01. Office Address.** The street address of the registered office of the Corporation is 455 South Third Street, Boise, Idaho, 83702.

**Article 2.02. Registered Agent.** The name of the Corporation's registered agent located at the aforesaid address is Daniel V. Steenson.

**Article 2.03. Mailing Address.** The mailing address of the Corporation, for future correspondence, is ATTN: Daniel V. Steenson, P.O. Box 2773, Boise, Idaho, 83701.

**Article 3.01. Voting Members.** The Corporation shall have voting members. The initial voting members shall consist of those individuals identified in Article 4.03 below. The board of

directors of the Corporation shall, by resolution or bylaws, adopt and set forth further definitions of members, classifications of members (including voting and nonvoting classes), rights and limitations of members, qualifications for membership, and regulations to which members shall be subject.

**Article 3.02. Membership Assessments.** The voting members of the Corporation may be subject to an annual assessment in an amount to be set by the board of directors of the Corporation, through adoption of resolution or bylaws. The voting members of the Corporation shall be personally liable for the payment of such assessments.

**Article 4.01. Management.** The board of directors of the Corporation shall consist of no fewer than three (3) persons. The board of directors of the Corporation shall, by resolution or bylaws, adopt and set forth terms upon which the Corporation's affairs shall be managed and regulated, and further define the qualifications, terms, rights, limitations, and duties of officers of the Corporation and members of the board of directors of the Corporation.

**Article 4.02. Bylaws.** The initial bylaws of the Corporation shall be adopted by no less than two-thirds of the initial directors identified in Article 4.03 below. The directors of the Corporation shall have the power to amend or repeal the bylaws after adoption, but subject to approval of no less than two-thirds of the directors.

**Article 4.03. Initial Directors.** The initial directors of the Corporation are:

<b>NAME</b>	<b>ADDRESS</b>
Joe Lemire	1357 Port Drive Clarkston, WA 99403
Margaret McVicker	PO Box 1967 Lewiston, ID 83501
Richard (Gene) E. Butler	33063 Kettenbach Grade Culdesac, ID 83524
Ruby Butler	33063 Kettenbach Grade Culdesac, ID 83524
David Crane	902 Jog Alley Culdesac, ID 83524
Colleen Crane	902 Jog Alley Culdesac, ID 83524
Nolan Hildreth	3606 17 <sup>th</sup> Street Lewiston, ID 83501
Stacy Connerly	3606 17 <sup>th</sup> Street Lewiston, ID 83501

Don Nuxoll 2506 6<sup>th</sup> Avenue  
Clarkston, WA 99403

Carolyn Nuxoll 2506 6<sup>th</sup> Avenue  
Clarkston, WA 99403

**Article 4.04. Initial Officers.** The initial officers of the Corporation are:

<b>TITLE</b>	<b>NAME AND ADDRESS</b>
President	Joe Lemire 1357 Port Drive Clarkston, WA 99403
Vice President	Margaret McVicker PO Box 1967 Lewiston, ID 83501
Secretary	Richard (Gene) E. Butler 33063 Kettenbach Grade Culdesac, ID 83524
Treasurer	Wesley W. Hoyt, Esq. 165 Deer Field Drive Clearwater, ID 83552

**Article 4.05. Incorporator.** The incorporator of the Corporation is Daniel V. Steenson, whose address is 455 South Third Street, Boise, Idaho, 83702.

**Article 5.01. Dissolution.** Upon dissolution of the Corporation, the assets of the Corporation shall be distributed as follows: to any nonprofit corporation organized in accordance with Section 501(c)(3) of the Internal Revenue Code with goals or objectives similar to those of the Corporation.

DATED this 21<sup>st</sup> day of October, 2010.

by   
Daniel V. Steenson  
Incorporator