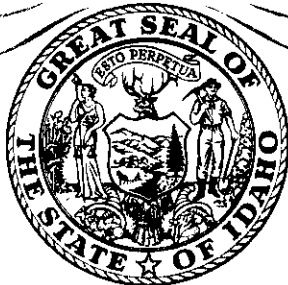


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SAINT MARIES CHAMBER OF COMMERCE, INCORPORATED

was filed in the office of the Secretary of State on the **Fourth** day of **December** A. D. One Thousand Nine Hundred **Fifty-nine** and is duly recorded on Film No. **109** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Saint Maries,** in the County of **Bonewah,** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **4th** day of **December**, A.D., 19**59**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SAINT MARIES CHAMBER OF COMMERCE
INDORPORATED.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America, of the age of twenty-one (21) years, or over, and each of whom is a member of the SAINT MARIES CHAMBER OF COMMERCE, an unincorporated association, do hereby associate ourselves together for the purpose of forming, and do hereby form, a non-profit corporation under the laws of the State of Idaho, and we do hereby set forth, declare and certify:

FIRST: That the name of this corporation shall be: SAINT MARIES CHAMBER OF COMMERCE, INCORPORATED, with its principal place of business at Saint Maries, Idaho.

SECOND: The purpose of the organization shall be the advancement of the civic, commercial, industrial and agricultural interests of the City of Saint Maries, Idaho, and the surrounding territory.

To manage and conduct entertainment, amusements, diversions, excursions, athletic contests and social meetings for its members, their relatives or friends; to sponsor, promote, engage in and conduct entertainments, athletic contests, amusements, excursions, shows, projects and diversions to defray the costs and expenses of this corporation and its undertakings.

To borrow money without limit as to amount for any purpose or purposes of this corporation, whether secured or unsecured, and to make, execute, issue and deliver therefor notes, bonds, debentures, trust deeds, or other evidence of indebtedness of any kind or kinds whatever, and to secure the payment of the same by mortgage, trust deed, pledge or otherwise upon any or all property, real or personal, belonging to or owned by this corporation, at the time of giving such security, or to be acquired by it subsequent thereto.

To lease, purchase, or otherwise secure, acquire, own, hold, manage, use, operate, sell, transfer and convey such real and personal, or real or personal, property as may be necessary, expedient, proper or appropriate to the carrying out of the purposes herein mentioned; to build, construct, erect or otherwise acquire such buildings, memorials, club houses and other structures as may be necessary, expedient, proper or appropriate to the carrying out of the purposes of this corporation, and to lease, purchase or otherwise acquire, hold, own, use, manage, operate, sell, transfer and convey any or all such buildings, memorials, club houses and other structures; to take and receive donations of real and personal, or real or personal, property by gift, grant, devise, bequest, or otherwise, and to own, hold, manage, lease, use, operate, sell transfer and convey any or all of such property.

To do each and every thing essential, necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear necessary to, conducive to or expedient for the accomplishment of any of the purposes herein set forth or for the protection, extension, development or benefit of this corporation, or any of its property.

It is hereby expressly provided that the enumeration of purposes herein set forth shall not be held to limit or restrict in any manner the general powers of this corporation.

THIRD: That the duration of this corporation and the term of its existence shall be perpetual.

FOURTH: That the place where the principal business of this corporation is to be conducted and transacted is at the City of Saint Maries, in Benewah County, State of Idaho, and vicinity, and the location and post office address of its registered office in the State of Idaho is Saint Maries, Idaho.

FIFTH: That there are no authorized shares of stock in this corporation, and there is no capital stock, and there are no shares of stock.

SIXTH: That this is a non-profit corporation. That pecuniary profit is not its object or purpose.

SEVENTH: That upon the issuance of the certificate of incorporation of this corporation, each and all of the undersigned shall ipso facto become members of the corporation.

EIGHTH: That the rights and interests of all members of this corporation shall be equal, and no member can have or acquire a greater interest herein than any other member. The corporation shall issue membership certificate to each member hereof, which certificate cannot be assigned except by resolution of the Board of Directors, and under such regulations as the By-Laws may prescribe.

NINTH: That unless and until changed by the By-Laws and Constitution or By-Laws or Constitution of this corporation, those members of this corporation present in person at any regular or special meeting of the members of the corporation shall constitute a quorum. Proxies shall not be recognized.

TENTH: That a Constitution and By-Laws or Constitution

or By-Laws of this corporation may be adopted, altered or amended at any regular meeting of the members, or at any special meeting of the members called for that purpose, by an affirmative vote of two-third (2/3) of the members present at such meeting.

ELEVENTH: That the articles of incorporation of this corporation may be altered or amended at any regular meeting of the members, or at any special meeting of the members called for that purpose, by an affirmative vote of two-thirds (2/3) of the members present at such meeting, provided written notice of the intention to amend the articles of incorporation shall be served on each and all of the members at least seven (7) days prior to such meeting, such notice to designate the meeting at which it is intended to vote on the proposition to amend the articles of incorporation and shall state the manner in which it is intended to amend the articles of incorporation. The mailing of such notice to a member at his last known post office address shall be deemed a service thereof, and such notice shall be deemed to have been served on the date of the mailing thereof.

TWELFTH: Section 1. The government of the corporation shall be vested in a Board of Directors, who shall be members of the corporation, and such officers and committees as said Board of Directors may appoint in conformity with those articles and with the By-Laws of the corporation. The Board of Directors shall consist of nine (9) members who shall be nominated and elected in a manner prescribed in the By-Laws.

Section 2. The officers shall be a president, vice president, secretary and treasurer.

Section 3. The annual meeting of the members of the corporation shall be held on the date prescribed in the By-Laws, the hour and place to be set by the Board of Directors.

THIRTEENTH: That in addition to the powers set forth in Paragraph "SECOND" of these articles of incorporation, this corporation shall have power to enter into and carry out any and all contracts essential, necessary, suitable, convenient or proper in conducting its affairs.

FOURTEENTH: The private property of the members of this corporation shall not be liable for the debts of this corporation, but shall be wholly exempt therefrom.

IN WITNESS WHEREOF, we, the undersigned, whose post office addresses are set opposite our names, have hereunto set our hands, this 1st day of December, 1959.

Wm. G. Fendall 118 Main

Ronald O. Matteson 1005 College

Geo. Weyermann 531 Washington

J. Herlich 402-14^{1/2} ST.

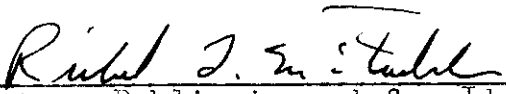
E. J. Rice 672 College

James Taylor 1117 Main

STATE OF IDAHO)
County of Benewah) ss.

Before me, the undersigned, personally appeared Myron A. Zundel, Ronald O. Matteson, George F. Weyermann, L. J. Kerrick, E. G. Krieg and J. Lewis Papes, parties to the foregoing Articles of Incorporation, known to me personally to be such and severally acknowledged the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal this 1st day of December, 1959.



Notary Public in and for Idaho;
Res. & P.O. Add: St. Maries, Ida.
Com. exp.: 2/6/61.