



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

Sandpoint Chamber of Commerce, Inc.

was filed in the office of the Secretary of State on the **20th** day of

March

A. D. One Thousand Nine Hundred **Seventy-eight** and

~~is~~ ^{will be} duly recorded on ~~Film No.~~ ^{microfilm} of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Sandpoint, Idaho** in the County of **Bonner** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **20th** day of **March**, A.D., 19**78**

Secretary of State.

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ARTICLES OF INCORPORATION

OF
SECRETARY OF
SANDPOINT CHAMBER OF COMMERCE, INC. STATE

We, the undersigned persons, corporations, associations and copartnerships, as the case may be, do hereby associate ourselves together for the purpose of incorporating a nonprofit cooperative association under Chapter 10, Title 30, Idaho Code.

I

NAME

Section 1

The name of this corporation shall be the Sandpoint Chamber of Commerce, Inc. with its principal place of business at Sandpoint, Idaho.

II

PURPOSE

Section 1

The purpose of the organization shall be the advancement of the civic, commercial, industrial and agricultural interests of the City of Sandpoint, Bonner County, and the surrounding territory, the promotion of the general welfare and prosperity of the city, county and its surrounding territory, and the stimulation of public sentiment to these ends; and the providing of such social features as will promote these purposes.

Section 2

This organization, in its activities, shall be nonpartisan, nonsectional and nonsectarian. It shall not by resolution or otherwise be committed to the support or endorsement of any candidate for public office. It shall not engage in any conduct for the purpose, direct or indirect, of fixing the price, or regulating the production of any article of commerce or of produce of the soil, or of consumption by the people.

III

POWERS

Section 1

The corporation may acquire, take by gift, purchase, devise or bequest, real and personal property, for purposes appropriate in the exercise of its powers, and may lease, mortgage and dispose of real and personal property including the right to take, hold and dispose of shares of stock in other corporations.

IV

DURATION

Section 1

The corporation's existence shall be perpetual unless dissolved by a three-fourths vote of the total membership or by operation of law.

V

DIRECTORS

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 these articles and with the bylaws of this corporation. The Board of Directors shall consist of not more than sixteen (16) members who shall be nominated and elected in the manner prescribed in the bylaws.

Section 2

The officers shall be a President, Vice President and Secretary-Treasurer.

The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the Vice-President shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the Secretary-Treasurer shall be to countersign

all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, and keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

Section 3

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

VI

BYLAWS

Section 1

The membership of the corporation shall adopt bylaws, which may be altered, amended, or new bylaws adopted by a vote of the membership at any annual meeting or any special meeting called for that purpose.

VII

MEMBERSHIP

Section 1

All persons, corporations, partnerships, or associations who pay the annual dues prescribed by the bylaws shall by virtue of such payment, be members of this corporation. The bylaws may provide for the termination of membership in the corporation for nonpayment of dues. The corporation shall issue membership certificates to each member, which certificates

cannot be assigned so that the transferee thereof can become a member of the association, except by resolution of the Board of Directors and under such regulations as the bylaws may prescribe.

Section 2

Each individual, corporation, partnership, or association shall be entitled to one (1) vote per membership and the voting power of each member shall be equal to that of each other member. No member can have or acquire a greater interest in the corporation than any other member.

VIII

AMENDMENT

Section 1

These articles of incorporation may be amended by a vote of two-thirds of the members in good standing in attendance at any regular meeting, or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered and said notice shall be deposited in the mail, addressed to each member not less than ten (10) days prior to the date of said meeting.

IX

LIABILITY

Section 1

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 have made, subscribed and acknowledged these
Articles of Incorporation this 7th day of March, 1978.

R.W. Curtis
432 St. Clair
Sandpoint, Idaho 83864

Richard E. Gregg
RT 1 Box 79
Sage 14940 83860

Albert E. Rainey
Box 199 A Rt 2
Sandpoint, Idaho

A.G. Cox
Box 128
Sandpoint Ida

S.A. Metz
P.O. Box 1048
Sandpoint Idaho 83864

STATE OF IDAHO)
) ss.
County of Bonner)

On this 7th day of March, 1978, before me a Notary Public,
in and for said State personally appeared R.W. Curtis,
A.E. Rainey, S.A. Metz,
R.E. Gregg and A.G. Cox,
known to me to be the persons whose names are subscribed to the foregoing
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 last above written.

ROGER HANLON
Notary Public-State of Idaho
Residing at: Sandpoint

