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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF

BONNER-BOUNDARY UTILITIES COUNCIL, INC.

IDAHO SECRETARY OF STATE  
02/23/1998 09:00  
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The undersigned, for purposes of forming a non-profit corporation, pursuant to the applicable law of the State of Idaho relating to such corporations, do hereby certify and state:

ARTICLE I.

The name of the corporation is BONNER-BOUNDARY UTILITIES COUNCIL, INC., hereinafter referred to as the "council."

ARTICLE II.

The corporation is and shall be a non-profit corporation, and is formed pursuant to, and in accordance with Idaho Code §30-3-1 et seq., known as the "Idaho Non-Profit Corporation Act."

ARTICLE III.

The names and addresses of the incorporators of the Council are as follows:

<u>Name</u>	<u>Address</u>
Jed Turnbull	c/o City of Sandpoint 1123 Lake Street Sandpoint, ID 83864
Tom Barsha	c/o Sprint 25 Fox Lane Trout Creek, MT 59874-9510
Jackie Buck	c/o Sandpoint Highway District P. O. Box 1047 Sandpoint, ID 83864

Red Riebe	c/o Bonner County Road Department 302 S. First Avenue Sandpoint, ID 83864
John Dennington	c/o GTE Northwest P. O. Box 189 Sandpoint, ID 83864
Jeff Gravelle	c/o Pacific Gas Transmission Co. 550 Samuels Road Sandpoint, ID 83864
DeeDee Dymack	c/o Northern Lights, Inc. P. O. Box 310 Sandpoint, ID 83864
Will Menghini	c/o Washington Water Power Co. 100 N. Lincoln Sandpoint, ID 83864

#### ARTICLE IV.

The names and addresses of the initial Board of Directors are: , ,

<u>Name</u>	<u>Address</u>
Jed Turnbull	c/o City of Sandpoint 1123 Lake Street Sandpoint, ID 83864
Tom Barsha	c/o Sprint 25 Fox Lane Trout Creek, MT 59874-9510
Jackie Buck	c/o Sandpoint Highway District P. O. Box 1047 Sandpoint, ID 83864
John Dennington	c/o GTE Northwest P. O. Box 189 Sandpoint, ID 83864
DeeDee Dymack	c/o Northern Lights, Inc. P. O. Box 310 Sandpoint, ID 83864

#### ARTICLE V.

Subject to dissolution in the manner provided by Idaho law regarding general business corporation, the period of existence and duration of the life of the corporation shall be perpetual.

#### ARTICLE VI.

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the primary purposes for which this corporation is formed are:

To encourage utilities, governmental agencies and contractors to join their talents and experience to create a cooperative and coordinated effort to (1) reduce above ground and subsurface damage to structures; (2) to study and pursue avenues of standardization; and (3) to open avenues of communication between utilities, governmental bodies, contractors, appropriate organizations and the general public. The corporation is being established to facilitate the one number locator service as identified at Chapter 22, Title 55, Idaho Code and similar statutes in the States of Washington and Montana.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of Idaho upon corporations, as qualified and limited by Idaho Code §30-3-1 et seq..

#### ARTICLE VII.

The corporation shall be formed without capital stock. The incorporators and board of directors shall be members of the

corporation. Other persons or entities may also become members. The qualifications and rights of members shall be set forth in the By-Laws.

#### ARTICLE VIII.

The principal place of business and the address of the initial registered office in the State of Idaho of this corporation is 1805 Baldy Road, P. O. Box 1047, Sandpoint, Idaho 83864. The name of the initial registered agent at said address is Jackie Buck.

The Board of Directors may from time to time establish and maintain in said County and State such other place of business and such other office as may be useful or convenient in transacting the affairs of the Council.

#### ARTICLE IX.

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voting members. Upon dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE X.

Amendment of these Articles shall require the assent of Seventy Five (75%) percent of the voting members of the

corporation.

#### ARTICLE XI.

Voting members shall each be entitled to one vote.

#### ARTICLE XII.

The affairs of the corporation shall be governed by the Board of Directors composed of voting members of the council.

#### ARTICLE XIII.

The Board of Directors of the corporation is authorized to levy dues and assessments upon all members of the corporation. The Board of Directors is further authorized to fix the amount of dues and assessments from time to time, and determine the method of collection of dues and assessments. The Board of Directors is further authorized to make dues and assessments payable at such times or intervals, and upon such notice, and by such methods as said Board of Directors may prescribe.

#### ARTICLE XIV.

Promptly after the filing of these Articles of Incorporation with the Idaho Secretary of State and the issuance of a Certificate of Incorporation, the first Board of Directors shall cause to be completed and filed with the Internal Revenue Service, IRS Form 1024 whereby the corporation will make its election to be treated as a non-profit corporation for Federal Income Tax purposes.

IN WITNESS WHEREOF, the above named incorporators have executed these Articles of Incorporation on the dates appearing opposite their respective signatures.

DATED this 14 day of May, 1997.

Jed Turnbull  
JED TURNBULL

DATED this 14 day of May, 1997.

Tom Barsha  
TOM BARSHA

DATED this 14 day of May, 1997.

Jackie Buck  
JACKIE BUCK

DATED this 12 day of June, 1997.

Leslie Marshall  
~~REB RIEBE~~ LESLIE MARSHALL

DATED this 14 day of May, 1997.

John R Dennington  
JOHN DENNINGTON

DATED this 14 day of May, 1997.

Jeff Cravelle  
JEFF CRAVELLE

DATED this 14 day of May, 1997.

Dee Dee Dymack  
DEE DEE DYMACK

DATED this 10 day of June, 1997.

Will Menghini  
WILL MENGHINI

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonner        )

On this 14 day of May, 1997, before me, a Notary Public in and for said State, personally appeared JED TURNBULL, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

*Jackie L. Buck*

NOTARY PUBLIC--State of Idaho

Residing at: Sandpoint

My Commission Expires: 20 June 2000

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonner        )

On this 14 day of May, 1997, before me, a Notary Public in and for said State, personally appeared TOM BARSHA, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

*Jackie L. Buck*

NOTARY PUBLIC--State of Idaho

Residing at: Sandpoint

My Commission Expires: 20 June 2000

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonner        )

On this 6 day of October, 1999, before me, a Notary Public in and for said State, personally appeared JACKIE BUCK, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she 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.

*Dorene A. Edwards*

NOTARY PUBLIC--State of Idaho

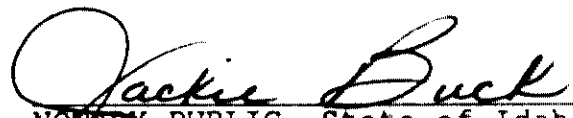
Residing at: Sandpoint

My Commission Expires: 4-22-2002

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonner        )

On this 12 day of June, 1997, before me, a Notary Public in and for said State, personally appeared ~~KEE RIBBE~~ <sup>Leslie Marshall</sup>, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

  
NOTARY PUBLIC--State of Idaho  
Residing at: Sandpoint  
My Commission Expires: 20 June 2000

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonner        )

On this 14 day of May, 1997, before me, a Notary Public in and for said State, personally appeared JOHN DENNINGTON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.


  
NOTARY PUBLIC--State of Idaho  
Residing at: Sandpoint  
My Commission Expires: 20 June 2000

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonner        )

On this 14\* day of May, 1997, before me, a Notary Public in and for said State, personally appeared JEFF GRAVELLE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

  
NOTARY PUBLIC--State of Idaho  
Residing at: Sandpoint  
My Commission Expires: 20 June 2000

STATE OF IDAHO                    )  
  ) ss.  
County of Bonner                )

On this 14 day of May, 1997, before me, a Notary Public in and for said State, personally appeared DEE DEE DYMACK, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

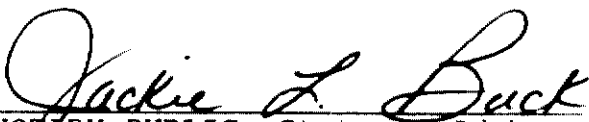
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.

  
NOTARY PUBLIC--State of Idaho  
Residing at: Sandpoint  
My Commission Expires: 20 June 2000

STATE OF IDAHO                    )  
  ) ss.  
County of Bonner                )

On this 10 day of June, 1997, before me, a Notary Public in and for said State, personally appeared WILL MENGHINI, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

  
NOTARY PUBLIC--State of Idaho  
Residing at: Sandpoint  
My Commission Expires: 20 June 2000