

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ELK RIVER CHAMBER OF COMMERCE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of ELK RIVER CHAMBER OF COMMERCE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated January 22, 19 85



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

Jan 17 1985

ARTICLES OF INCORPORATION

of the

ELK RIVER CHAMBER OF COMMERCE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being natural persons of full age and citizens of the United States and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporate, non-profit, cooperative association Chamber of Commerce under and pursuant to the laws of the State of Idaho generally, and particularly under and pursuant to Chapter 3 of Title 30 of Corporation Laws of the State of Idaho for 1983 and any amendments thereof, and we do hereby certify:

NAME: The corporate name of this corporation shall be "Elk River Chamber of Commerce, Inc."

PURPOSE: This corporation is formed for the following purposes:

1. To advance the civic, recreational, commercial, industrial, educational, and agricultural interests of the City of Elk River and the surrounding territory;
2. To promote the general welfare of the City of Elk River and its surrounding territory;
3. To develop a unified public spirit in all, to make possible a united effort in aid of Elk River and Clearwater County for the prosperity, beautification, and better living conditions of the citizens;
4. To foster a more intelligent public opinion regarding city, county, state, and national affairs;
5. In general to carry on any other lawful enterprise or business whatsoever in connection with the foregoing and which is calculated, directly or indirectly, to promote the interest of the corporation or enhance the value of its property;
6. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection and benefit of the corporation.

POWERS: This corporation shall have the power:

1. To exercise generally the corporate powers enumerated in Section 30-307, Corporation Laws of the State of Idaho for 1983, as now or hereafter amended or reenacted;
2. In the purchase or acquisition of property, business, rights, or for working capital, or for any other object in or about its business or affairs, to incur debt and to raise, borrow, and secure the payment of money in any

lawful manner, including the issue and sale of bonds, warrants, debentures, obligations, negotiable or transferable instruments and evidence of indebtedness of all kinds, whether secured by note, pledge, deed of trust, or otherwise;

3. To receive and accept gifts, devises, and bequests.

The foregoing clauses, by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do any thing or to perform any act which may be necessary to carry out its objects and purposes.

TERM: This corporation shall have perpetual existence.

REGISTERED OFFICE: The location and post office address of the registered office in this State of this corporation, and the principal place of business of this corporation is 102 2nd St., P.O. Box 144, Elk River, Clearwater County, Idaho, 83827. The initial registered agent is John Lowther Edson.

WHO MAY BECOME MEMBERS: Corporations, associations, copartnerships, as well as persons, may become incorporators and members of this corporation, provided the same is not organized or conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any article or commerce or of produce of the soil or of consumption by the people.

EQUALITY OF MEMBERS: The rights and interests of all members of this corporation shall be equal, and no member can have or acquire a greater interest therein than any other member.

MEMBERSHIP CERTIFICATES: This corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee can become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the by-laws may prescribe.

NON-PROFIT: No dividends of any kind or nature shall ever be declared to any member of this corporation and no member shall ever receive any pecuniary profit from his certificate of membership in this corporation, it being expressly understood that this shall be a strictly non-profit corporation.

NON-ASSESSABLE: The members of this corporation and their certificates of membership therein shall be non-assessable.

NON-PARTISAN, NON-SECTIONAL, AND NON-SECTARIAN: This corporation, in its activities, shall be non-partisan, non-sectional, and non-sectarian. It shall not, by resolution or otherwise, be committed to the support or endorsement of any candidate for public office.

QUORUM: Those members of this corporation present in person at any duly and regularly called regular or special meeting of the members of this corporation shall constitute a quorum--provided that 10% of the total membership is represented.

BY-LAWS: The Board of Directors of this corporation shall have the power by a majority vote of the entire board to repeal or amend the by-laws of this corporation and adopt new by-laws; provided, however, that this power so conferred may be altered or repealed, either by a majority vote of the entire Board of Directors or by a two-thirds vote of the quorum present in any regular or special corporation meeting; and provided, further, that the Board of Directors shall not make or alter any by-laws fixing their classification, number, qualification, term of office, and compensation.

BOARD OF DIRECTORS: The Board of Directors of this corporation shall be not less than three nor more than seven in number, as shall be prescribed or from time to time changed by the by-laws, and must be members of the corporation, and shall be elected for such terms as shall be fixed by the by-laws. The members of the initial Board of Directors are the incorporators of this corporation.

ANNUAL MEETING--FISCAL YEAR: The fiscal year of this corporation and the date of the annual meeting of members shall be such as shall be fixed, or from time to time changed, by the by-laws.

INCORPORATORS: The undersigned persons are the incorporators of this corporation and the address of each such incorporator is set forth opposite his/her name and the names of such persons are incorporated by reference in this paragraph as fully as if written herein.

WITNESS our hands and seals this 18 day of January 1985

Name	Address
William C. Plunagan	P.O. Box 86 140 Pine St. Elk River
Wayne A. Gardin	PO Box 41 129 2nd St. Elk River
Jane Seitz	Box 103 104 1st Elk River
John A. [Signature]	P.O. Box 153 135 Front St Elk River

Helen P. Howard
Notary Public
In & for the State of Idaho
Residing in Elk River