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99 APR 16 AM 9:01
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF
FRAMING OUR COMMUNITY, INC.

99 APR -5 AM 8:31
STATE
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation act, Chapter 3, Title 30, Idaho Code ("Act") adopt the following Articles of Incorporation ("Articles").

ARTICLE I. NAME

The name of the Corporation is Framing Our Community, Inc. ("Corporation").

ARTICLE II. NONPROFIT STATUS

This is a non-profit corporation.

ARTICLE III. PERIOD OF DURATION

The period of its duration is perpetual.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The location of the Corporation is in Elk City, county of Idaho, state of Idaho. The address of the initial registered office is 250 Ridgeway Drive, Elk City, Idaho 83525, and the name of the initial registered agent at this address is David D. Paisley.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. Develop a comprehensive ecosystem-based natural resource education program and facility for Joint School District #241 and the community;
- B. Build trust and credibility between government agencies, the Elk City area communities and diverse interest groups, as part of an initiative in exploring our cultural and economic future;

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- C. Foster the development of community art and resource appreciation as it directly relates to understanding, planning and living within the National Forest lands around us;
- D. Open new opportunities in value-added, wood and special forest products-related industries;
- E. Demonstrate the value of working together as a community to meet local needs, developing a model that can be readily adapted to other areas and communities.
- F. Foster charitable, educational, environmental, artistic, and/or scientific purposes within the meaning of Section 501[C] [3], 170 and 2055 of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt under such Sections 501 [C] [3], 170 and 2055;
- G. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V above. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501 [C] [3] of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS

This corporation shall have no members or shareholders.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated below, the Directors shall be elected by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

2.

The names and street addresses of the persons constituting the initial Board of directors are:

David Paisley, P.O. Box 191, Elk City, ID 83525 (250 Ridgeway Dr.)
Ian Barlow, H C 1 Box 23W, Elk City, ID, 835
A. Trent Woods, P.O. Box 135, Elk City, ID 83525 (School House Dr.)
Randy Borniger, H C 1 Box 23i, Elk City, ID 83525
Stanley Denham, P.O. Box 123, Elk City, ID 83525 (Erickson Ridge)
Delise Denham, P.O. Box 123, Elk City, ID 83525 (Erickson Ridge)
Susan Borowicz, P.O. Box 259, Elk City, ID 83525 (Erickson Ridge)
Joyce E. Dearstyne, P.O. Box 394, Elk City, ID 83525 (240 Ridgeway Dr.)

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Sections 501 [C] [3], 170 or 2055 of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. INCORPORATORS

The names and addresses of each incorporator is:

David Paisley, 250 Ridgeway Drive, Elk City, Id. 83525
A. Trent Woods, School Lane, Elk City, ID 83525
Joyce E. Dearstyne, 240 Ridgeway Dr., Elk City, ID 83525

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated this 31st day of March, 1999

FRAMING OUR COMMUNITY



David D. Paisley, Chairman



A. Trent Woods, Director



Joyce E. Dearstyne, Director