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SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION OF IDA-LEW ECONOMIC DEVELOPMENT COUNCIL, INC.

The undersigned, acting as incorporator and initial directors of IDA-LEW ECONOMIC DEVELOPMENT COUNCIL, INC., a nonprofit corporation organized under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I :** The name of the corporation is and shall be:

**IDA-LEW ECONOMIC DEVELOPMENT COUNCIL, INC.**

**ARTICLE II :** The period of the corporation's duration is perpetual.

**ARTICLE III:** The purpose or purposes for which the corporation is organized are:

**Primary purpose:** Social welfare purposes, as permitted and defined by Internal Revenue Code § 501(c)(4); and

**Secondary purposes:** To assist and encourage business and economic development in Idaho County and Lewis County, State of Idaho, and cities located therein, as permitted by Internal Revenue Code § 501(c)(4); and

The transaction of any or all other lawful business, for which nonprofit corporations may be incorporated under the Idaho Nonprofit Corporation Act, as amended, not inconsistent with the primary purpose or Internal Revenue Code § 501(c)(4).

**ARTICLE IV:** No individual, private shareholder, director, officer, employee or agent of the Corporation may pay or receive any dividend, distribution or net earnings, or part thereof, from Corporation. The net earnings of the Corporation shall be devoted only to purposes permitted by Internal Revenue Code § 501(c)(4).

**ARTICLE V:** The Corporation does not have voting members. The Corporation shall be governed by a Board of Directors, to be qualified and appointed as provided in the bylaws of the Corporation.

ARTICLES OF INCORPORATION - 1

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**ARTICLE VI:** The address of the initial registered office and mailing address of the Corporation shall be : 320 W. Main Street, Grangeville, ID 83530, and the name of its initial registered agent at such address is: Jeff Kutner.

**ARTICLE VII:** The number of directors of the corporation shall be a minimum of three (3) and not more than thirty (30). The number of initial directors shall be eight (8). The number of directors following the expiration of initial directors' terms shall be eight (8) until otherwise fixed from time to time by resolution of the Board of Directors within the specified range as provided by the bylaws of the Corporation.

The names and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Jeff Kutner	P.O. Box 3, Grangeville, ID 83530
Dawn Huntley	Route 1, Box 117, Cottonwood, ID 83522
Harry Owens	721 E. Washington, Grangeville, ID 83530
Ren'a Ball	P.O. Box 522, Craigmont, ID 83523
Greg Johnson	P.O. Box 125, Kamiah, ID 83536
LeAnn Trautman	P.O. Box 39, Nezperce, ID 83543
George Kraus	306 Pine, Nezperce, ID 83543
Joyce Dearstyne	P.O. Box 210, Elk City, ID 83525

**ARTICLE VIII:** The name and mailing address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jeff Kutner	P.O. Box 3, Grangeville, ID 83530.

**ARTICLE IX:** Upon dissolution, the assets of the Corporation shall be distributed as follows:


As directed by the Idaho Nonprofit Corporation Act, Title 30, Chapter 3 of the Idaho Code, as amended, and in such a manner that does not affect any tax exempt status of the Corporation pursuant to Internal Revenue Code § 501(c).

DATED this 2 day of August, 2001.

  
JEFF KUTNER

  
DAWN HUNTLEY

  
HARRY OWENS

  
GEORGE KRAUS

  
REN'A BALL

  
GREG JOHNSON

  
LEANN TRAUTMAN

  
JOYCE DEARSTYNE