

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JULIAETTA CENTENNIAL PARK PROJECT, 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 JULIAETTA CENTENNIAL PARK PROJECT, 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: August 7, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

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ARTICLES OF INCORPORATION

OF

JULIAETTA CENTENNIAL PARK PROJECT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the JULIAETTA CENTENNIAL PARK PROJECT, INC, a nonprofit group does hereby form a nonprofit corporation under and pursuant to the laws of the State of Idaho under the provisions of Chapter 3, Title 30 of the Idaho Code, entitled Nonprofit Corporations and does hereby certify as follows:

FIRST

The corporate name of this nonprofit corporation shall be:

JULIAETTA CENTENNIAL PARK PROJECT, INC.

SECOND

This nonprofit corporation is organized exclusively for religious, charitable, scientific and/or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

THIRD

The purposes and objects for which said corporation inasfar as consistent with Section 501 (c) (3) of the Internal Revenue Code is formed are as follows:

- (a) To develop a City Park for the City of Juliaetta, Idaho.
- (b) To purchase property on which to construct a City Park.
- (c) To obtain grants and funding to construct a City Park.

- (d) to hold title to all property which said corporation may now own or may hereafter acquire, and for said purpose and to that end, to buy, sell, acquire or dispose of real property, and otherwise do all acts and things necessary or convenient in or about the conduct, management or carrying on of such activities, objects, and purposes.
- (e) to make, perform and carry out contracts and agreements for any lawful purpose to the extent permitted by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code.
- (f) to transact any and all lawful business for which nonprofit corporation may be incorporated under Idaho Code Chapter 3, Title 30.
- (g) to comply fully with Section 501 (c) (3) of the Internal Revenue Code and not to carry on any activity not permitted by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

FOURTH

This corporation shall have perpetual existence.

FIFTH

The principal place of nonprofit corporation shall be in the State of Idaho and the address of the nonprofit corporation shall be 101 McGary Grade, P. O. Box 346, Juliaetta, State of Idaho.

SIXTH

This nonprofit corporation membership shall be composed of all interested citizens of the City of JULIAETTA and citizens who resided within Ten (10) Miles of Juliaetta, Idaho.

SEVENTH

This nonprofit corporation is not organized for pecuniary profit and shall have no powers to declare dividends and shall not have or issue any capital stock. No individual shall have any interest whatsoever in the assets of the corporation.

EIGHTH

That the name and street address of each of the incorporators,
are as follows:

Tamara Hitchcock
P. O. Box 346
Juliaetta, ID 83535

W. Dirk Hammond
P. O. Box 144
Kendrick, ID 83537

Nancy Fey
P. O. Box 346
Juliaetta, ID 83535

James A. Thiel
P. O. Box 581
Juliaetta, ID 83535

NINTH

The name and address of the initial registered agent of the
corporation is Tammy Hitchcock, P. O. Box 346, Juliaetta, Idaho.

TENTH

The initial Board of Directors are as follows:

Tamara Hitchcock
P. O. Box 346
Juliaetta, ID 83535

W. Dirk Hammond
P. O. Box 144
Kendrick, ID 83537

Nancy Fey
P. O. Box 346
Juliaetta, ID 83535

James A. Thiel
P. O. Box 581
Juliaetta, ID 83535

ELEVENTH

The Board of Directors shall be selected from the citizens of
Juliaetta, Idaho, and citizens who reside within TEN (10) miles of

Juliaetta, Idaho by ballot of the residents of Juliaetta, Idaho, or who resided withing TEN (10) miles of Juliaetta, Idaho, who appear at the Annual Meeting of the Board held the First Working Monday of each January and who indicate that they would accept the responsibilities of said duties of the Board of Directors.

TWELFTH

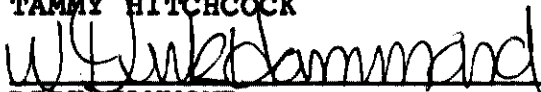
That the right and power to adopt, repeal, alter, rescind and amend the bylaws of this corporation and to adopt new bylaws is hereby expressly conferred upon the Board of Directors of this nonprofit corporation as provided by the laws of the State of Idaho and in conformity with the provisions for exemption from Federal Income Tax under Section 501 (c) of the Internal Revenue Code.


THIRTEENTH

Upon the winding up and dissolution of this Nonprofit Corporation after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

WITNESS OUR HANDS THIS 4th day of August, 1992.


TAMMY HITCHCOCK


DIRK HAMMOND

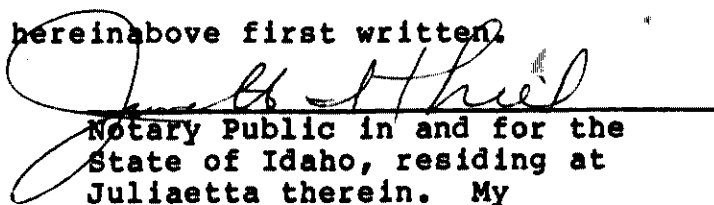

NANCY FEY


JAMES A. THIEL

STATE OF IDAHO)
) ss
County of Nez Perce)

On this 4th day of August, 1992, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared TAMARA HITCHCOCK, W. DIRK HAMMOND, NANCY FEY, JAMES A. THIEL, known to me to be the persons whose name 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 the day and year hereinabove first written.


Notary Public in and for the
State of Idaho, residing at
Juliaetta therein. My
Commission expires 1/19/93.