

State of Idaho



CERTIFICATE OF INCORPORATION OF

IDAHO RECREATION AND PARK ASSOCIATION, 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 _____

IDAHO RECREATION AND PARK ASSOCIATION, INC.

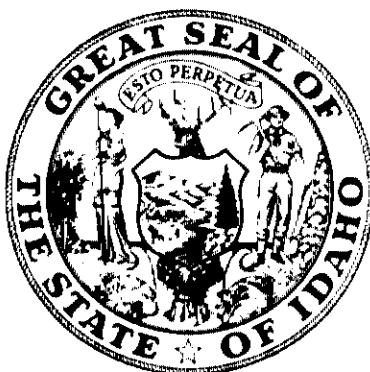
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 March 10, 19 89

Pete Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION
IDAHO RECREATION AND PARK ASSOCIATION, INC.

The undersigned, all being citizens of the United States, desiring to form a nonprofit corporation pursuant to the terms of Sections 30-301 through 30-332, Idaho Code, do hereby certify:

ARTICLE I

The name of this nonprofit corporation is IDAHO RECREATION AND PARK ASSOCIATION, INC.

ARTICLE II

This corporation is not formed for profit to any of its members or to itself.

ARTICLE III

The duration of this corporation shall be unlimited and perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to organize all levels of park and recreational personnel and the interested laymen for the purpose of promoting, broadening, and improving park and recreation services, personnel, and the profession; to assist in the promotion of standards of administration, supervision, leadership, safety, compensation, program facilities, and professional ethics; to encourage and promote adequate programs of pre-service and in-service training for professional and nonprofessional recreation and park personnel; to stimulate closer cooperation and coordination between various agencies engaged in park, recreational, and related services, and hold membership therein, if deemed necessary; to publish a newsletter and other bulletins/communications for a dissemination of information concerning the activities and interests of the Association; to act as an agency for representing and protecting the interests of recreation and park personnel and the field; to encourage study and research on matters of professional interest; to study existing parks and recreation legislation, to promote and sponsor new legislation affecting the field of public, private, commercial, educational, and industrial

recreation services; to be aware of sociological and technological changes and be prepared to meet them as they arise.

To that end the corporation shall have the following powers:

1. To establish funds, for the maintenance and management of all monies or properties, both real and personal, tangible or intangible, which may be delivered to the corporation, and to manage such funds to the best interest of and for the purposes of the corporation, and in consistence with, insofar as is possible, the purposes for which such monies and/or properties were delivered to the corporation.

2. To receive gifts and donations, grants of money, or property directly or in trust, or otherwise, from a foundation, citizen, municipality, state, the United States, or foreign government, delivered to said corporation for any purpose general or incidental to the purposes for which this corporation is formed.

3. To enter into such contracts and to incur such obligations as are consistent with the objectives and purposes of this corporation; but the private property of the officers, directors, and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

4. To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible, and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which shall be necessary and proper to the best interests of said corporation in accomplishing any of the objectives and purposes herein set forth.

5. To borrow money, to issue bonds, debentures, notes, and other obligations of this corporation from time to time for any of the objectives or purposes of this corporation, and to mortgage, pledge, hypothecate, or convey in trust or otherwise any or all of the property of the corporation to secure the payment thereof.

6. To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the corporation, and generally, to sell, exchange, or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.

7. To endorse, guarantee, and secure the payment and satisfaction of loans, bonds, debentures, obligations, and evidences of indebtedness; to guarantee and assure the payment or satisfaction of interest on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm, or association.

8. To engage in any lawful act or activity for which corporations may be organized under general corporation laws of Idaho, were not inconsistent herewith.

ARTICLE V

Membership of this corporation is open to all persons and organizations interested in the objectives of the corporation upon payment of the dues provided for in its Bylaws. Membership shall consist of the following types: Professional members, associate members, student members, commercial members, agency members, and honorary members. All members are entitled to all privileges of the society. All membership shall extend for the duration of the fiscal year. Administration and general affairs of the corporation shall be directed by an Executive Board (hereafter known as the "Board"), which shall carry out the instructions and business of the corporation. The Board shall consist of the officers of the Association, the three (3) District Board members, a Pacific Northwest District Council representative, Section Chairman, the immediate past President, member-at-large, citizen Board member, and a representative of the Idaho State Parks and Recreation Department. The officers of this corporation shall be a President, Vice-President, and Secretary/Treasurer. The officers and three (3) District Board members of the corporation shall be elected by a member of the corporation and shall hold office for two (2) years, or until their

successors are elected and shall qualify. A Pacific Northwest District Council representative for the corporation shall be elected by the members to serve a three (3) year term. If an elected position of the Board is vacated prior to the normal re-election of that position, with the exception of the President, the President shall appoint a replacement with the approval of a simple majority of the Board at the next meeting of the Board, or by a mail vote, if necessary. The Board shall have the power to fill vacancies in any of the said offices. Any officer or Board member who is absent from three (3) successive Board meetings without cause shall be held to have vacated his elected position and his Board membership. Officers may be removed by a two-thirds (2/3) majority vote of the general membership.

ARTICLE VI

This corporation is not organized for pecuniary profit and shall not issue capital stock; all of the properties and assets of this corporation shall be and are irrevocably dedicated to the purposes for which this corporation is formed, and no part of the monies, properties, or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any member of this corporation, or to any private person or individual. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Upon the winding up and dissolution of this 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.

ARTICLE VII

The street address of the initial registered office is 221 South 5th Street, Coeur d'Alene, Idaho 83814, and its initial registered agent at such address is Steve Anthony.

ARTICLE VIII

The names and addresses of the Directors constituting the initial Board of Directors are as follows:

Steve Anthony
221 South 5th Street
Coeur d'Alene, Idaho 83814

Dr. Jess Caudillo
411 North Almon
Moscow, Idaho 83843

Georgia Suchocki
1838 North Lincoln Way
Coeur d'Alene, Idaho 83814

David Christiansen
P.O. Box 220
Idaho Falls, Idaho 83401

Bill Scudder
Old Mission State Park
P.O. Box 135
Cataldo, Idaho 83810

Max Newlin
3680 South Park Lane
American Falls, Idaho 83211

Bill Dokken
Idaho Department of Parks & Recreation
State House Mail
Boise, Idaho 83720

Martin Bochenek
P.O. Box 40
St. Anthony, Idaho 83445

Jean Turnbaugh
Route 3, Box 495A
Buhl, Idaho 83316

Larry Sanborn
1201 Ironwood Drive
Coeur d'Alene, Idaho 83814

ARTICLE IX

The name and street address of each incorporator is as follows:

Steve Anthony
221 South 5th Street
Coeur d'Alene, Idaho 83814

Georgia Suchocki
1838 North Lincoln Way
Coeur d'Alene, Idaho 83814

Bill Scudder
Old Mission State Park
P.O. Box 135
Cataldo, Idaho 83810

Steve Anthony
STEVE ANTHONY

Georgia Suchocki
GEORGIA SUCHOCKI

Bill Scudder
BILL SCUDDER

STATE OF IDAHO)
County of Kootenai) :ss.

On this 8th day of March, 1989, before me,
a Notary Public in and for the State of Idaho,
personally appeared STEVE ANTHONY, GEORGIA SUCHOCKI and BILL
SCUDDER, known or identified to me to be the persons whose names
are subscribed to the within instrument, and acknowledged to me
that they executed the same.

WITNESS my hand and official seal hereto affixed the day and
year first above written.

Notary Trusty
Notary Public for Idaho
Residing at Post Falls
Commission Expires 4-1-89