

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PAYETTE COUNTY TAXPAYERS ASSOCIATION, INC.

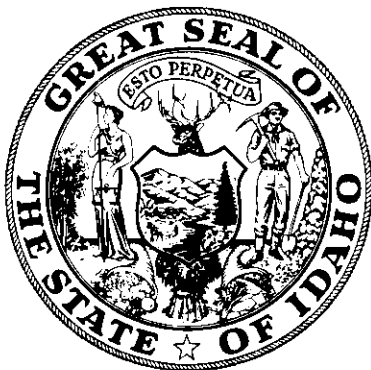
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

PAYETTE COUNTY TAXPAYERS 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 November 25, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

ARTICLES OF INCORPORATION
'81 NOV 25 AM 10 20

OF SECRETARY OF
STATE
PAYETTE COUNTY TAXPAYERS ASSOCIATION, INC.,

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the State of Idaho, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to Title 30, Chapter 3, Idaho Code, and we do hereby certify:

ARTICLE I

Corporate Name

That the name of this corporation shall be
"PAYETTE COUNTY TAXPAYERS ASSOCIATION, INC."

ARTICLE II

Corporate Existence

That this corporation shall have perpetual existence,
unless sooner lawfully dissolved.

ARTICLE III

Corporate Purposes

That the purposes and objects for which this corporation
is formed are as follows:

1. To form a non-profit corporation under and pursuant to Title 30, Chapter 3, Idaho Code, for the protection and service of and to the individual members of the association, and to further their common interests.

2. To preserve, protect and encourage private ownership of property, and to actively engage in promoting and protecting the rights of private property owners within Payette County and the State of Idaho.
3. To sue and be sued before competent tribunals at the will of the Directors or membership.
4. To promote and seek the maximum membership obtainable in Payette County, Idaho:
 - (a) To encourage maximum participation by said membership necessary in the accomplishment of the association's goals.
 - (b) To inform and educate the public by general media releases and news letters.
5. To own, buy, sell, lease, assign, mortgage hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.
6. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, and engage in any enterprises connected to purposes here established in any lawful way, so long as the same are of a non-profit nature.
7. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.
8. To join or merge with any other group, firm, association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

ARTICLE IV

Corporate Officers - Board of Directors

The officers of this corporation shall consist of the following who shall hold office as prescribed:

Section 1.

PRESIDENT

The President shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

Section 2.

VICE-PRESIDENT

The Vice-President shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

Section 3.

SECRETARY

The Secretary shall be appointed from the Membership at large by the President, with approval of the Board of Directors and will serve at the pleasure of the President.

Section 4.

TREASURER

The Treasurer shall be elected by and from the General Membership and shall serve from the date of organization of the Board of Directors to the following annual meeting of the General Membership, unless sooner removed from office or until his successor is elected and qualified.

Section 5.

DIRECTORS

There shall be nine Directors, three of which shall be elected at each annual meeting of the Membership commencing April 1982. These Directors shall be elected from a slate of nominees presented to the annual meeting by the Board of Directors. The nominating committee shall consider nominations from the General Membership. Directors shall be elected or appointed annually. The first Board of Directors shall be appointed by the incorporators of this corporation to fill the terms expressed in the provisions.

Section 6.

ASSETS AND LIMITATIONS OF LIABILITIES

The Board of Directors shall hold title to and be responsible for all corporate assets and management of corporate business and may not alienate all of such assets or create corporate liabilities in excess of corporate assets without the consent of the membership.

Section 7.

QUALIFICATION OF OFFICERS

All members elected to corporate office must be in good standing as members of the corporation.

Section 8.

ADDITIONAL OFFICERS

The Board of Directors may establish such other appointive officers as they may deem appropriate and necessary to further the business of the corporation.

ARTICLE V

Membership

Section 1.

ELIGIBILITY

Persons eligible for membership in this corporation shall be any person over the age of eighteen (18) years who is interested enough in the purposes of this corporation to join,

who is willing to subscribe to such purposes and will pay the dues established under the By-Laws.

Section 2.

ANNUAL MEMBERSHIP MEETING

The corporate Board of Directors shall cause an annual membership meeting to be held in the month of April of each year hereafter, after due publication in the local newspaper ten (10) days prior to the meeting, at the time and place in the County of Payette as may be determined by the Board, at which time the officers of the corporation shall make a report of their activities for the preceding year. Board Members shall be elected and general business of the corporation shall be transacted.

Section 3.

SPECIAL MEETINGS

The Board of Directors at its discretion may call a special meeting of the membership at any time or place they may deem appropriate upon five (5) days convenient notice to the membership.

ARTICLE VI

Corporate Place of Business

The location and post office address of the corporate office and the principal place of business shall be at 418 Colorado, Fruitland, Idaho 83619, mailing address P. O. Box 511, Fruitland, Idaho 83619, or at the place of business of the corporate president as shown on the annual statement, or at a place to be determined by the Board of Directors, provided that the Secretary shall advise the membership, the Idaho Secretary of State, and the United States Post Office of any change of corporate office within seven (7) days of such change. The corporate office must be located in the State of Idaho at all times. THE REGISTERED AGENT AT THE ABOVE ADDRESS IS: RAY RUTHERFORD

ARTICLE VIII

Amendment

These Articles may be amended according to the provision of Section 30-1103, Idaho Code, or as said Section may be amended by the Legislature of Idaho, and by notice to the membership by mail thirty (30) days prior to any membership meeting. The names and post office addresses of each of the incorporators are as follows:

ARTICLE # IX THE INITIAL DIRECTORS ARE

~~WITNESS our hands at _____, Payette County,~~
~~Idaho this _____ day of _____, 198__.~~

Ray Rutherford
P. O. Box 511
Fruitland, Idaho 83619

Ed Lettunich
Star Route
Payette, Idaho 83661

Walter Gerlach
Route 2 Box 2161
New Plymouth, Idaho 83655

Leo Reeve
Route 1
Fruitland, Idaho 83619

Felix Herold
Route 2
New Plymouth, Idaho 83655

Whit Ward
P. O. Box 252
New Plymouth, Idaho 83655

Robert McCoulou
Route 2 Box 1142
New Plymouth, Idaho 83655

Stanley Conner
Route 1 Box 194
Fruitland, Idaho 83619

Kenneth Hawks
Route 1 Box 197
Fruitland, Idaho 83619

ARTICLE X THE INCORPORATORS ARE:

RAY RUTHERFORD
Ray Rutherford

FELIX HEROLD
Felix Herold