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ARTICLES OF INCORPORATION OF
HAYDEN LAKE FIREWORKS, INC.
An Idaho Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are natural persons, of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general, non-profit corporation pursuant to Chapter 3, Title 30, Idaho Code, and under all laws of the State of Idaho applicable to such corporations, and we do hereby execute, acknowledge and adopt these ARTICLES OF INCORPORATION in duplicate, certifying as follows:

ARTICLE I
NAME

The name of this Corporation is HAYDEN LAKE FIREWORKS, INC.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

(a) The purposes for which said corporation is formed and organized are to provide for the Hayden Lake 4th of July fireworks display by securing funds from the public and purchasing the requisite fireworks.

(b) To carry out these purposes, the corporation shall have the power to receive donations, contributions, gifts, legacies and bequests; to manage and invest the funds of the corporation and generally, without limitation, to exercise all of the powers granted by law to corporations of this character.

ARTICLE IV
NONPROFIT PURPOSE/DISSOLUTION

This Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

1 - ARTICLES OF INCORPORATION

IDaho SECRETARY OF STATE

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Upon dissolution of the Corporation, no part of the assets, income or profit of the Corporation shall be distributed to or inure to the benefit of its members, directors or officers, and any assets remaining after the payment of all indebtedness shall be distributed to Hayden Lake Fireworks, Inc., an Idaho non-profit corporation. In the event at the time of dissolution Hayden Lake Fireworks, Inc. is, itself, dissolved, the assets shall be distributed to one or more organizations qualified under Internal Revenue Code Section 501(c)(3).

ARTICLE V
LOCATION OF REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the registered office of the corporation is P.O. Box 6600, Coeur d'Alene, ID 83816-1933, and the location of such registered office is 2850 Seltice Way, Coeur d'Alene, Idaho, 84814, and the registered agent of the corporation is JAMES M. ENGLISH.

ARTICLE VI
ORGANIZATION

The corporation shall have no members.

ARTICLE VII
INCORPORATORS

The name(s) and address(es) of the incorporator(s) is/are as follows:
James M. English, 2850 Seltice Way (Box 6600), Coeur d'Alene, ID 83816-1933
W. T. Richards, 2850 Seltice Way (Box 6600), Coeur d'Alene, ID 83816-1933

ARTICLE VIII
DIRECTORS


The number, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the directors of the corporation shall be prescribed by the Bylaws, except that there shall not be less than 3 directors, who shall be elected for a one (1) year term. The following persons are named by the undersigned incorporators to serve as directors of the corporation until the first annual meeting of members:

James M. English, 2850 Seltice Way (Box 6600), Coeur d'Alene, ID 83816-1933
W. T. Richards, 2850 Seltice Way (Box 6600), Coeur d'Alene, ID 83816-1933


ARTICLE IX
POWERS OF THE BOARD OF DIRECTORS

The Board of Directors of the corporation shall have the power to adopt, repeal and amend the Bylaws and adopt new Bylaws in accordance with the provisions of Idaho Code 30-309 as now in effect or as hereafter amended and as provided by said Bylaws.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 8 day of Aug., 1997.



JAMES M. ENGLISH



W. T. RICHARDS

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