



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

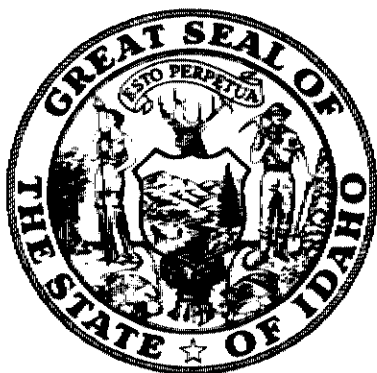
**SCENIC U.S. HIGHWAY 95 ASSOCIATION, INC.**

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 **SCENIC U.S. HIGHWAY  
95 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 24, 19 88.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra Markes*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
SCENIC U.S. HIGHWAY 95 ASSOCIATION, INC.  
A NON-PROFIT CORPORATION

RECEIVED  
SECRETARY OF STATE  
28 MAR 24 PM 9 06

KNOWN ALL MEN BY THESE PRESENTS:

We the undersigned, citizens and residents of the United States of America, over the age of twenty-one, for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is SCENIC U.S. HIGHWAY 95 ASSOCIATION, INC., and its duration is perpetual.

ARTICLE II

The purpose of this corporation is to form a liaison between all factors effecting U.S. Highway 95 and the surrounding areas. To see through to completion those projects that directly effect U.S. Highway 95. To target future economic development projects and lend any assistance possible. To promote U.S. Highway 95 and all parties affected to the best of our ability. To invite usage and potential new opportunities to U.S. Highway 95 and the surrounding areas. To help form an International U.S. Highway 95

Association. To promote U.S. Highway 95, the economic development of the towns and surrounding areas, the safety of the U.S. Highway 95, and the enrichment of our way of life.

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

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.

This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any member.

#### ARTICLE III

The corporation is to have five classes of members. The manner of election and qualifications and rights of the members shall be as set forth in the bylaws of the corporation.

#### ARTICLE IV

The street address of the initial registered office of the corporation is: 1124 Center Avenue, P.O. Box 217, Payette, Idaho 83661.

The name of the corporation's initial registered agent at this address is: Barbara K. Wilson.

#### ARTICLE V

The number of directors constituting the initial Board of Directors is four. However, the Board of Directors may allow any

and all persons or committees of such persons as they desire to attend meetings and otherwise assist in the management of the corporation.

#### ARTICLE VI

1. The management of the affairs and business of the corporation is vested in the Board of Directors.

2. The number, qualifications, power, duties, terms of office, manner of election, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the bylaws of the corporation.

3. The Board of Directors may adopt bylaws by a majority vote which will further the purposes of the corporation as established in Article II.

4. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the bylaws of the corporation.

5. Amendment to those Articles shall be made by adoption of such amendment at a meeting of the Board of Directors by the majority vote.

#### ARTICLE VII

The assets of this corporation on dissolution or final liquidation shall be distributed to an organization which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII

The names and addresses of the initial incorporators and directors are as follows:

Barbara K. Wilson  
1124 Center Avenue  
PO Box 217  
Payette, Idaho 83661

Dated March 22, 1988

  
Barbara K. Wilson

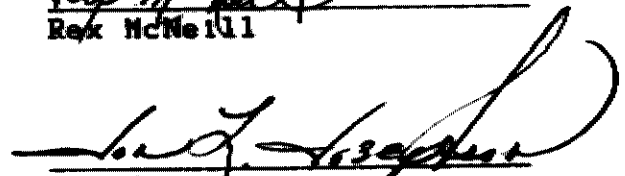
Patricia Whitaker-Ball  
PO Box 324  
New Plymouth, Idaho 83655

  
Patricia Whitaker-Ball

Rex McNeill  
1290 West 9th Street  
Weiser, Idaho 83672

  
Rex McNeill


Jon Josephson  
PO Box 75  
Payette, Idaho 83661

  
Jon Josephson

STATE OF IDAHO            )  
                                  ) ss.  
County of Payette        )

On March 22, 1988, before me, a Notary Public, personally appeared Barbara K. Wilson, Patricia Whitaker-Ball, Rex McNeill and Jon Josephson 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 seal the day and year in this certificate written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Payette