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**THE ARTICLES OF INCORPORATION OF
CLEARWATER CONNECTIONS, INCORPORATED**

The undersigned, acting as the incorporator of an S Corporation ("Corporation"), organized under and pursuant to the Idaho Business Corporation Act, adopts the following Articles of Incorporation ("Articles")

Article 1: Name

The name of the Corporation is Clearwater Connections, Incorporated.

Article II: S Corporation Status

The Corporation is an S Corporation.

Article III: Period of Duration

The period of duration of the Corporation is perpetual.

Article IV: Registered Office and Agent

The location of the Corporation is six miles east of the City of Kooskia, County of Idaho, and in the State of Idaho. The physical address of the initial registered office is HC75 Box 13, Kooskia, Idaho, and the names of the initial registered agents at this address are Karen S. "Borg" Hendrickson. The mailing address shall be P.O. Box 447, Kooskia, Idaho.

Article V: Purpose

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To provide retail services and products to tourists and heritage travelers and others among the public.
- B. To provide retail services and products to city governments, chambers of commerce, other civic and private organizations, and tourist/traveler-related businesses.
- C. To provide any other services and/or products and conduct any other business activities legal in Idaho.
- D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes.

Article VI: Limitations

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an S Corporation under the Internal Revenue Code of the United States.

Article VII: Employees

The Corporation shall initially have three employees, but may at any time add others. The Corporation shall not carry on employee practices inconsistent with the laws of the State of Idaho or of the United States.

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Article VIII: Shares

A total of twenty-four (24) shares will be let to the two incorporators, twelve (12) shares each. Thereby, each incorporator shall own fifty percent (50%).

Article IX: Management and Officers

The affairs of the Corporation shall be managed by the incorporators: Karen S. "Borg" Hendrickson and J. Linwood Laughy, who will also serve as officers. The officers of the Corporation shall serve in perpetuity and consist of two Co-Chairpersons and a Secretary-Treasurer, the latter of which may be one of the two Co-Chairpersons or may be an employee or a person contracted for services. Meetings of officers will be convened no less often than annually at the end of each fiscal year, December 31st.

Article X: Dissolution

Section 1. Dissolution. The Corporation may be dissolved at any time by mutual agreement of the two incorporators, Karen S. "Borg" Hendrickson and Linwood Laughy. At the time of dissolution, all assets of the Corporation will be sold and all monies owned by the Corporation shall be divided equally between the two herein named incorporators.

Article XI: Inheritance

Section 2. Inheritance. Considering that the incorporators are wife and husband, inheritance of the Corporation and its assets will go to the surviving one of the incorporators in the case of the death of the other and shall be consistent with the Community Property laws of Idaho.

Article XII: Miscellaneous

Section 1. Indemnification. The Corporation shall indemnify any incorporator or officer in accordance with the S Corporation laws of the State of Idaho.

Section 2. Books and Records. At its registered office or principal place of business, the Corporation shall keep correct and complete books and records of account.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued above \$500.00 unless authorized by mutual agreement of the two incorporators.

Section 4. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the Corporation, shall be signed by one of the two incorporators or by an employee assigned such authority by mutual agreement of the two incorporators.

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the two incorporators may mutually select.

Section 6. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, except that the first fiscal year shall begin on the date of incorporation.


Karen S. "Borg" Hendrickson, Incorporator

March 7, 2000
Date of Incorporation