

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HELLS CANYON RECREATIONAL CHAMBER OF COMMERCE, INC.

File number C 114244

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 HELLS CANYON RECREATIONAL CHAMBER OF COMMERCE, 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 21, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sisk*

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CUST# 24374 CK #: 9269

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DATE 03/21/1996 0900 47326

OF

IDAHO SECRETARY OF STATE

HELLS CANYON RECREATIONAL CHAMBER OF COMMERCE, INC.

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 SECRETARY OF STATE
 STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, under and by virtue of the provisions of Chapter 3, Title 30 of Idaho Code, as amended, relating to non-profit corporations, have associated ourselves and do hereby incorporate ourselves as a body corporate with all the rights and privileges granted by the laws of the State of Idaho, and do hereby adopt Articles of Incorporation, as follows:

ARTICLE I

1. The name of this non-profit corporation shall be the "Hells Canyon Recreational Chamber of Commerce, Inc.", with its principal place of business at Post Office Box 192, Oxbow, Oregon 97840.

2. The initial registered agent of the corporation is Nicholas T. Bokides. The initial registered office of the corporation is 131 West Main, Weiser, Idaho 83672.

ARTICLE II

1. The object for which the Chamber is formed is to promote and perpetuate the business, tourist trade, commercial, manufacturing, agricultural and civic interests of the surrounding Hells Canyon area, as outlined below, and adjacent territory; to develop a unified public spirit in all, whereby we may put forth a concerted effort in aid of our area and counties,

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to make them more prosperous, more beautiful, and better places in which to live; to act with social responsibilities and evidence a business obligation to set policies, make decisions and follow courses of action that are desirable in terms of values and objectives of society, such that member business act with the best interest of society in mind, as well as those of the business.

2. The area of the Hells Canyon Recreation Chamber of Commerce, Inc., is as follows:

A triangular area described as follows:

From Hells Canyon Creek Launch, on the Snake River, just north of and below Hells Canyon Dam, South to a point in the State of Idaho on Highway 71 which is located one mile East of Gateway Lodge, then Northwesterly to the point in the State of Oregon where Highway 39 and 86 intersect which is adjacent to the stream known as Pine Creek, then to the point of beginning, Hells Canyon Creek Launch. An illustrated map is attached hereto, marked Exhibit A, and incorporated herein by reference

ARTICLE III

1. All persons, associations, corporations and partnerships who are in sympathy with the objects of the Hells Canyon Recreational Chamber of Commerce, Inc. shall be eligible to membership.

2. Voting members must reside and own a business within the area described by Article II, paragraph 2.

3. The procedure with respect to admission to and the exercise of the privileges of membership shall be specified in the By-Laws.

ARTICLE IV

1. The duration of this corporation shall be perpetual.

ARTICLE V

1. The government of the Hells Canyon Recreational Chamber of Commerce, Inc., shall be vested in a Board of Directors who shall be nominated and elected in such a manner as may be prescribed in the By-Laws.

ARTICLE VI

1. The annual meeting of the Hells Canyon Recreational Chamber of Commerce, Inc., shall be held during the month of March of each year, the place and hour to be designated by the Board of Directors.

2. Meetings of the members may be held at such other times as the President of the Board of Directors may determine, or upon the written request of 20 percent of the members in good standing. Due notice shall be given to every member. When called otherwise than by the President or the Board of Directors, the notice shall contain a statement of the purpose of the meeting, and shall be issued at least two days preceding the meeting.

ARTICLE VII

1. Upon request in writing of 75 percent of the members in good standing, the Board of Directors shall, or upon its own

initiative may, submit a question to the members for a mail referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the question. When so stated in the request, action taken therein by the membership shall be final.

ARTICLE VIII

1. The corporation shall have power to sue and be sued, purchase, hold, sell, lease or mortgage real estate, to incur debts, to borrow money, giving therefore notes of the corporation signed by two or more officials duly authorized by the Board of Directors for that purpose, and may enter into contracts of any kind furthering the purpose of the Hells Canyon Recreational Chamber of Commerce, Inc.

2. In addition, this corporation shall have full power, right and authority to receive and accept from any sources whatsoever gifts, donations, devises, or bequests for the use and benefit of the Chamber in the scope of its general plans and purposes.

3. The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Idaho law and Section 501(c) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c) of the Internal Revenue Code.

ARTICLE IX

1. The private property of the members of the Hells Canyon Recreational Chamber of Commerce shall not be liable for any of the debts, obligations or liabilities of the Chamber but shall be wholly exempt therefrom.

ARTICLE X

1. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.


3. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the

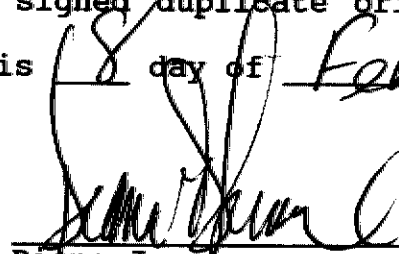
time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE XI

1. The undersigned persons are incorporators of and members of this corporation, and a Certificate of Membership, signed by the president and attested by the Secretary of this Corporation, shall be issued to each said member, which Certificate shall not be assignable. The incorporators named below shall serve as the initial directors of the corporation.

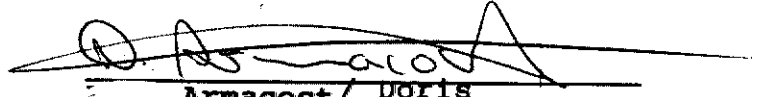
IN WITNESS WHEREOF, we have signed duplicate originals of these Articles of Incorporation this 18 day of Feb., 1996.


John Christensen
Hells Canyon RV Park
HCR 59 Box 80
Halfway, Oregon 97834


Diana Jensen
dba Scotty's Hells Canyon
Outdoor Supply
HCR 59 Box 61
Halfway-Pine Creek, OR 97834



Mia Alexander
dba Hells Canyon Store
Halfway-Pine Creek, OR 97834



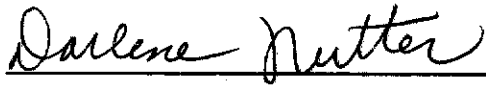
Armacost / Doris
P.O. Box 159
Oxbow, Oregon 97840
President
Hells Canyon Adventure, Inc.



Burum / Jerry
dba Hells Canyon Inn
HCR 59 Box 55
Halfway-Pine Creek, Oregon 97834



Terry Stromer
dba Hells Canyon Bed & Breakfast
P.O. Box 118
Oxbow, Oregon 97840



Darlene Nutter
dba Gateway Lodge
HWY 71 - 4330
Cambridge, Idaho 83610

