

State of Idaho

Department of State

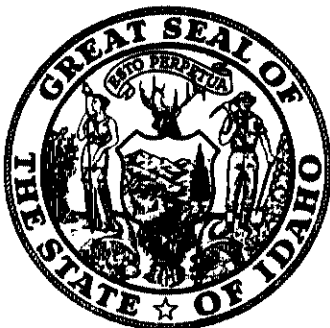
CERTIFICATE OF INCORPORATION OF

CHRISTMAS IN APRIL * LEWIS-CLARK VALLEY, 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 CHRISTMAS IN APRIL * LEWIS-CLARK VALLEY, 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: February 19, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Walter Taylor*

*** * ARTICLES OF INCORPORATION
OF**

CHRISTMAS IN APRIL * LEWIS-CLARK VALLEY, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is CHRISTMAS IN APRIL * LEWIS-CLARK VALLEY, INC..

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Lewiston County of Nez Perce, State of Idaho. The address of the initial registered office is 828 Main Street, Lewiston, Idaho, 83501, and the name of the initial registered agent at this address is Patti Mooney.

ARTICLE V. PURPOSES

The purpose of the Corporation is to promote, sponsor, and carry on educational, scientific, and charitable activities and objectives. The Corporation is organized to receive and maintain a fund or funds or real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational, scientific, and charitable activities and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Specifically and exclusively, the Corporation is organized to promote and develop the improvement of homes in the area served by this organization by promoting the improvement of homes for those who have need and little ability to pay, by soliciting and receiving funds and other gifts to be used for such purposes as the purchase of services, equipment, and supplies and for such other purposes as will better enable

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the organization to perform its fundamental functions.

To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earning or the assets 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 V hereof. No substantial 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. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS

The members of the Corporation shall be the initial board of directors of the corporation for their term of office and each subsequently appointed Board of Director for their term of office. Additional members may be added by resolution of the Board of Directors.

ARTICLE VIII. MEMBERS NOT SUBJECT TO ASSESSMENTS

The members of this Corporation shall not be subject to assessments and the private property of the members shall not be subject to payment of Corporation debts, expenses or other obligations to any extent whatever.

ARTICLE IX. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The

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The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than nine (9) nor more than twenty-five (25) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Ron Brooks	2351 Valley View Clarkston, WA 99403
Kathy Bostrom	2015 - 6th Avenue, Clarkston, WA 99403
Patti Mooney	139 W. Shiloh Drive, Lewiston, ID 83501
Dan Schenkein	1816 Powers Avenue, Lewiston, ID 83501
Lori Gaskill	516 - 6th Avenue, Lewiston, ID 83501
Scott Brown	1550 Richardson, Lewiston, ID 83501
Heather Light	1337 "G" Street, Lewiston, ID 83501
Harold Lacy	2610 - 6th Avenue, Clarkston, WA 99403
Joe Travis	3825 - 13th Street, Lewiston, ID 83501
Vaden Floch	1210 Powers Avenue, Lewiston, ID 83501
Terry Kolb	2314 - 15th Street, Lewiston, ID 83501
Jackie McIver	3527 - 20th Street, Lewiston, ID 83501
Patti Ruddle	811 Snake River Avenue, Lewiston, ID 83501

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ARTICLE X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporations, distribute all assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such Court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Ron Brooks, 2351 Valley View, Clarkston, Washington, 99403.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 17th day of February, 1993.



Ron Brooks

STATE OF IDAHO)
) ss.
COUNTY OF Nez Perce)

On this 17th day of February, 1993, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Ron Brooks, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.



Notary Public, State of Idaho, residing
in Lewiston. My commission expires:
5/29/1997

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