



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

THE ASHTON AREA DEVELOPMENT COMMITTEE INC.

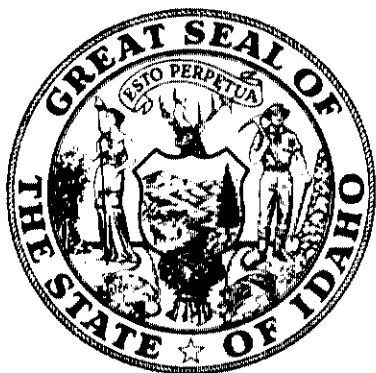
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE ASHTON AREA DEVELOPMENT COMMITTEE 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 June 04, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Eugene W. Sigala

Corporation Clerk

92483

ARTICLES OF INCORPORATION
OF
THE ASHTON AREA DEVELOPMENT COMMITTEE INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under Chapter 3, Title 30, and we hereby certify: 46

ARTICLE I

NAME

That the name of the corporation shall be;

THE ASHTON AREA DEVELOPMENT COMMITTEE INC.

ARTICLE II

TERM OF EXISTENCE

The term of existence of this committee shall be perpetual.

ARTICLE III

ADDRESS OF REGISTERED OFFICE & REGISTERED AGENT

The location and address of its initial registered office is; 416 Main, P.O. Box 670, Ashton, Idaho 83420. The name of its initial registered agent is Robert Fisher, whose address is P.O.Box 670, Ashton, Idaho 83420.

ARTICLE IV

PURPOSES

This corporation is organized for the following purposes;

- (a) To foster economic development in the Ashton area and to receive, administer and expend funds for such purpose.
- (b) To engage in any activity incidental or conducive to the attainment of the purposes of this corporation; and
- (c) To engage in any activity that lawfully may be conducted by a non-profit corporation organized under Title 30, Chapter 3, of the Idaho Code.

ARTICLE V

NON-PROFIT

That this committee and its objects and purposes do not contemplate pecuniary gain or profit to any person or group of persons.

ARTICLE VI

DIRECTORS

This committee shall have at least 5 directors or such other number as the by-laws of this committee may from time to time provide. The number of directors constituting the initial Board of Directors is 11; and the names and

the addresses thereof are as follows:

Mahlon Hiestand M.D.	P.O.Box 553	Ashton, Idaho	83420
Dave Goodnight	P.O.Box 223	Ashton, Idaho	83420
Sandy Schneider	P.O.Box 615	Ashton, Idaho	83420
Al Staub	P.O.Box 716	Ashton, Idaho	83420
Rich Laux	P.O.Box 677	Ashton, Idaho	83420
Bob Fisher	P.O.Box 670	Ashton, Idaho	83420
Mitch Ghormley	P.O.Box 715	Ashton, Idaho	83420
Ken Schauer	P.O.Box 387	Ashton, Idaho	83420
Lou Woultering	P.O.Box 858	Ashton, Idaho	83420
Ed Brashier	P.O.Box 606	Ashton, Idaho	83420
Julie Cottrell	P.O.Box 684	Ashton, Idaho	83420

ARTICLE VII

CLASSIFICATION AND ELECTION OF DIRECTORS

The directors shall be divided into three classes, each class to be as nearly equal in number as possible. The term of office of directors of the first class shall expire at the first annual meeting of the members after their election; that of the second class shall expire at the second annual meeting after their election; that of the third class shall expire at the third annual meeting. No classification of directors shall be effective prior to the first annual meeting of the members.

ARTICLE VIII

MEMBERS

This committee is, and is to continue to be, without capital stock and has no intention of having capital stock and, in lieu thereof, the committee shall have members.

Membership shall be as follows:

- (a) The persons named as directors in these Articles of Incorporation are the original members of the committee.
- (b) Any individual, partnership, corporation, or association endorsing the purposes of this committee shall become a member in good standing.
- (c) Two classes of membership shall be established.
 - (1) Associate members shall not have voting rights nor may they hold office, but they will receive member benefits as determined by the committee.
 - (2) Regular members shall have full voting rights, may hold office, and are entitled to a range of member benefits as determined by the association dues structure.
 - (3) Membership fees for the two classes of membership may be fixed by Resolution of the Board of Directors.

ARTICLE IX

BY-LAWS

The initial by-laws of this committee shall be adopted by the directors named in these Articles of Incorporation. The by-laws may be altered, amended or repealed, or new by-laws adopted at any annual meeting or special meeting of the membership of this committee called specifically for that purpose, by the affirmative vote of two-thirds of the members, if a quorum be present as specified in the by-laws.

IN WITNESS WHEREOF, the persons who are to act in the capacity of the first Board of Directors of this association have hereunto set their hands this 24th day of April, 1990.

Julie A. Cottrell

Karen L. Gaudin

Scott L. Gaudin

John L. Gaudin

Michael L. Gaudin

Robert L. Gaudin

Richard L. Gaudin

Thomas L. Gaudin

Donald L. Gaudin

Barbara L. Gaudin

STATE OF IDAHO)

: ss.

County of Fremont)

On this 24th day of April, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared

Mahon Hiestand

Bob Fisher

Julie Cottrell

Dave Goodnight

Mitch Ghormley

Sandy Schneider

Ken Schauer

Al Staub

Lou Woultering

Rich Laux

Ed Brashier

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Notary Public

Residing at Parkton, Idaho

My Commission expires: 7/31/91

(SEAL)