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State of Idaho

Department of State.

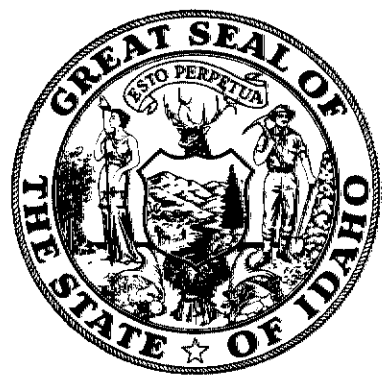
CERTIFICATE OF INCORPORATION OF

CLEARWATER VALLEY SPORTS, ENTERTAINMENT AND ARTS FOUNDATION, 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 **CLEARWATER VALLEY SPORTS, ENTERTAINMENT AND ARTS FOUNDATION, 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 August 14, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

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SEC. OF STATE

ARTICLES OF INCORPORATION

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We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purpose expressed in ARTICLE II hereof, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be CLEARWATER VALLEY SPORTS, ENTERTAINMENT AND ARTS FOUNDATION, INC.

ARTICLE II

The objects of this corporation are:

A. To form a non-profit corporation to promote the development of Athletic, Entertainment and Arts facilities and programs for the benefits of the Orofino Area and the Clearwater Valley.

B. To encourage, educate, and promote physical and mental health, enhancing cultural values and encouraging support and participation of the community.

C. To solicit and receive donations, grants, gifts, and developing other forms of financial support through various public relation means to benefit the objectives of the corporation.

D. For any other lawful purpose and power in keeping with the nature of this corporation as permitted by Idaho Law for non-profit corporations.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

This corporation shall be a non-profit corporation having a board of directors whose election and term shall be according to the By-Laws of the corporation; an advisory council of members of the community at large whose terms shall be according to the By-Laws.

ARTICLE V.

The location of the corporation's registered office shall be at 914 Kalaspo, Orofino, Idaho, 83544, and the said agent to be found at such address is Ann B. Schuyler, whose mailing address is P.O. Box 163, Orofino, Idaho, 83544.

ARTICLE VI.

The names and post office addresses of the incorporators and first directors of the corporation are as follows:

Stephen R. Bush
P.O. Box 2484
Orofino, ID 83544

John W. Martin
P.O. Box 424
Orofino, ID 83544

Dale E. King
P.O. Box 1232
Orofino, ID 83544

Ana B. Schuyler
P.O. Box 163
Orofino, ID 83544

The above named four incorporators will be directors and will hold office until their successors shall have been elected and qualified, or until they shall die, resign or shall have been removed as provided for in the By-Laws.

ARTICLE VII

In the event of dissolution of this corporation, any funds, property of any nature having accumulated or owned by this corporation shall, after the payment of any outstanding indebtedness of said corporation, be distributed to the City of Orofino, Idaho, Parks and Recreation Department for their use.

DATED this 28 day of June, 1989.

Stephen R. Bush
Dale E. King

John W. Martin
Ana B. Schuyler

STATE OF IDAHO)
County of Clearwater) s.s

On this 28 day of June, 1989, before me, the undersigned Notary Public in and for the State of Idaho personally appeared STEPHEN R. BUSH known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public in and for the State of Idaho, residing at Orofino, therein.
My commission expires 6-24-94.

STATE OF IDAHO)
County of Clearwater) s.s

On this 28 day of June, 1989, before me, the undersigned Notary Public in and for the State of Idaho personally appeared Dale E. King known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Larry Stuyard
Notary Public in and for the State of Idaho, residing at Orofino, therein.
My commission expires 6-24-91

STATE OF IDAHO)
County of Clearwater) s.s

On this 28 day of June, 1989, before me, the undersigned Notary Public in and for the State of Idaho personally appeared JOHN W. MARTIN known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Larry Stuyard
Notary Public in and for the State of Idaho, residing at Orofino, therein.
My commission expires 6-24-91

STATE OF IDAHO)
County of Clearwater) s.s

On this 28 day of June, 1989, before me, the undersigned Notary Public in and for the State of Idaho personally appeared ANN B. SCHUYLER known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Larry Stuyard
Notary Public in and for the State of Idaho, residing at Orofino, therein.
My commission expires 6-24-91