

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO FOR SAFE HIGHWAYS ASSOCIATION, INC.

File number C 114267

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 IDAHO FOR SAFE HIGHWAYS ASSOCIATION, 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 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seiko*

IDAHO FOR SAFE HIGHWAYS

6205 CUSTER ROAD
NEW PLYMOUTH, IDAHO 83566
(541) 889-9095
(541) 889-56562 FAX

IDAHO SECRETARY OF STATE
DATE 03/22/1996 0900 47684

CK #: 204 CUST# 66148

INC NONP 30.00= 30.00

= C

ARTICLES OF INCORPORATION OF IDAHO FOR SAFE HIGHWAYS ASSOCIATION, INC. (A non-profit corporation)

Know All Men By These Presents:

That we the undersigned, all of whom are citizens and residents of the United States and are over the age of majority, do hereby execute and make the following Articles of Incorporation for the purposes of forming a non-profit corporation under and pursuant to the Idaho Non-Profit Corporation Act, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

ARTICLE I **NAME**

The name of this corporation shall be "Idaho for Safe Highways Association, Inc.".

ARTICLE II

The specific and primary purposes for which this corporation is formed are Safety, Education, and Business related and are to concern themselves with the procurement and extension of financial aid toward the corporation. The activities of the corporation shall be broad in scope and there would be built from year to year, a fund which would be continuously available for essential capital and supplemental operational needs of the Idaho for Safe Highways Association, Inc., for future and continual development of Highway Safety and Infrastructure Protection of Idaho's highways and bridges as it pertains to allowing Bigger/Heavier truck operation on Idaho's highways.

ARTICLE III **POWERS**

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with provisions of Idaho law and Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. Notwithstanding any other provision of the 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) (3) of the Internal Revenue Code.

ARTICLE IV MEMBERSHIP CERTIFICATE

The corporation shall not have capital stock. Each member shall be issued a Membership Certificate and shall have one (1) vote. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

ARTICLE V RESTRICTION

(a) 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.

(b) The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE VI AMENDMENTS

All provisions of these Articles of Incorporation shall be subject to amendment consistent with provisions of Idaho state law and Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, providing that due notice of the amendment is included in the notice of said meeting.

ARTICLE VII DISSOLUTION

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, safety, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) 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 the 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 safety, educational and business purposes.

ARTICLE VIII REGISTERED OFFICE

The location of the registered office of the corporation shall be 6205 Custer Road, New Plymouth, Idaho 83655, and the registered agent shall be Michael Dolton, President, at the address set out above.

ARTICLE IX DURATION

The duration of this corporation shall be perpetual.

ARTICLE X MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors and the executive committee to be elected as provided in the by-laws, but in no case shall the number of directors be less than three (3). The directors shall hold their offices for three (3) years, or such other period as the by-laws shall determine, and until their successors are elected and qualified. The initial directors of the corporation shall be all of those persons whose names appear in these Articles as incorporates.

ARTICLE XI INCORPORATES, ORIGINAL MEMBERS AND DIRECTORS

The names and address of the members of the Board of Directors of the corporation, each of whom shall serve as a director until his successor is duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Dick Butcher	3973 Erick Lane Boise, Idaho 83704
Jerry Von Brethorst	194 East Commercial Weiser, Idaho 83672
Barbara Barber	55 West Idaho Weiser, Idaho 83672
Dave Peckham	2335 Wallen Road Moscow, Idaho 83843

The names and addresses of the incorporators and original members of the Board of Directors of the corporation, each of whom shall serve until his successor is duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Dolton	6205 Custer Road New Plymouth, Idaho 83655
Carol Campbell	2072 Center Avenue Payette, Idaho 83661

/SIGNED/

Michael Dolton
MICHAEL DOLTON, PRESIDENT

3/21/96
DATE