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**Articles of Incorporation
of
Kootenai County Reagan Republicans, Inc.**

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator, adopts the following Articles of Incorporation for the purpose of forming an Idaho nonprofit corporation under the Idaho Nonprofit Corporation Act.

Article I – Name

The name of the Corporation is "Kootenai County Reagan Republicans, Inc."

Article II – Duration

The duration of the Corporation shall be perpetual.

Article III – Authority

The Corporation is a not-for-profit organization created pursuant to the Idaho Nonprofit Corporation Act, Idaho Code Title 30, Chapter 3.

Article IV – Purpose and Powers

This Corporation is created, organized and will be operated exclusively for civic and social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code as amended or according to comparable sections of subsequent internal revenue laws. In general, the Corporation is authorized to promote civic activism and participation in the political and electoral processes, to promote and encourage the ideals and policies of the Republican Party and to carry on any other activity which may be lawfully conducted by a corporation organized under the Idaho Nonprofit Corporations Act, whether or not related to the specific purposes listed herein, and to do all things necessary, proper and consistent with maintaining tax exempt status under Section 501(c)(4).

Article V – Registered Office and Agent

The initial registered office and registered agent of the Corporation is:

Clifford L. Noll
715 N. 13th Street
Coeur d'Alene, ID 83814

IDAHO SECRETARY OF STATE
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Article VI – Members

The Corporation may have one or more classes of members, the qualifications and rights, including voting rights, of which shall be designated in the Corporation Bylaws.

Article VII – Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors numbering not less than three (3) or more than five (5). Other than the initial Board of Directors designated below, new Directors shall be elected by the existing Board of Directors in the manner set forth in the Bylaws of the Corporation.

The initial Board Directors of the Corporation are:

Clifford L. Noll 715 N. 13 th Street Coeur d'Alene, ID 83814	Hendrik Mills 13859 N. Reflection Rd. Rathdrum ID 83858	Jeff Altus 2499 Upper Hayden Lake Rd Hayden Lake, ID 83835
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Article VIII – Indemnification

No Director or Officer of the Corporation shall be held personally liable for any action, debt, obligation or other liability of the Corporation. The Corporation will defend and indemnify any person who serves as an Officer or Director for claims arising out of or related to any action taken or decision made on behalf of the Corporation and within the scope of the person's authority as an Officer or Director of the Corporation.

Article IX – Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. The Corporation shall not carry on any other activities which are not permitted to a corporation exempt from federal income tax and qualified under Section 501(c)(4) of the Internal Revenue Code or subsequent amendment thereto.

Article X – Dissolution

Upon the dissolution and winding up of the corporate affairs, any assets remaining after payment of all debts and liabilities of the Corporation shall be distributed by the Board of Directors to one or more nonprofit organizations qualified under Section 501(c)(4) of the Internal Revenue Code or subsequent amendment thereto. The disposition of any asset of the Corporation not so disposed by the Board of Directors shall be determined by a court of competent jurisdiction in the First Judicial District of Kootenai County, State of Idaho, consistent with the purposes set forth in Article IV above.

Article XII – Amendment

These Articles of Incorporation may be amended at duly noticed special meeting of the Board of Directors. The proposed amendment shall be adopted by the approval of not less than two-thirds (2/3rds) of the Directors present at such meeting in person or by proxy.

Article XIII – Incorporator

The incorporator of the Corporation is:

Clifford L. Noll
75 N 13th Street
Coeur d'Alene, ID 83814

Dated this 26 day of April, 2012.

Clifford L. Noll
Clifford L. Noll, incorporator