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CLERK
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
PALOUSE CENTER FOR CONFLICT MANAGEMENT, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), hereby adopts the following Articles of Incorporation (the "Articles") and agrees as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is and shall be Palouse Center for Conflict Management, Inc.

**ARTICLE II
STATUS AS NOT FOR PROFIT**

The Corporation is a nonprofit corporation as defined in the Act, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributable to or for the benefit of its officers or directors, except to the extent permissible under the law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time (the "Code").

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 1042 S. Harding Street, Moscow, ID 83843, and the name of the initial registered agent at this address is Ms. Sharl Kay Keskinen. The Corporation may establish other places of business and other offices at such other places, either within or without the State of Idaho, as the Board of Directors may from time to time determine.

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ARTICLE V

PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To establish and operate a dispute resolution center dedicated to providing dispute resolution services including mediation, facilitation, negotiation, and other methods of resolving disputes in a manner that promotes peaceful and lawful solutions. These activities will be conducted at various physical locations established by the Corporation; and
- B. To provide community education on the various methods of conflict resolution and promote individual and community responsibility for conflict prevention and resolution; and
- C. To conduct the exchange of ideas for the advancement of education and to spread the results of fact finding and technical research by providing public fora, lectures, and workshops for its members and the public to improve the skills and the abilities of its members and the public as mediators, and to meet the current and future needs of the public in positive conflict management; and
- D. To provide and promote professional mediation as a viable alternative for resolving citizen, business, and community disputes; and
- E. Charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- F. To exercise all rights and powers granted by law necessary and proper to carry out the foregoing purposes, including, without limiting the foregoing, the power to acquire by gift, bequest, grant, devise, purchase, lease, or otherwise, either absolutely or in trust, any money, investments, real and personal property of any sort or nature, and legal and equitable rights or interests, without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate, or otherwise dispose of such property, and the income, principal, and proceeds of sale thereof, for any of the purposes set forth herein. The Corporation shall have the power to make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of any of its property, franchises, or income. 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.

G. The Corporation shall have all powers listed in Section 30-3-24 of the Act, as amended from time to time.

H. In exercising the powers conferred to the Corporation under these Articles of Incorporation and the Act, the Corporation may set forth either alone or in association with other individuals, corporations, entities, associations, or partnerships, including federal, state, county, and municipal bodies and authorities.

ARTICLE VI

QUALIFICATIONS AND LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 for 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 Code, as amended from time to time.

It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1) or (2) and all applicable regulations thereunder of the Code, and these Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

**ARTICLE VII
NO MEMBERS**

The corporation shall have no members.

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, and shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation 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>
1. Ms. Deborah V. Berman	1304 S. Main St., Moscow, ID 83843
2. Mr. John Cronin	415 E. Lewis St., Moscow, ID 83843
3. Ms. Nancy Greenwell	1013 S. Meadow St., Moscow, ID 83843
4. Ms. Catherine Jasmer	603 W. 3 rd St., Albion, WA 99102
5. Ms. Sharl Kay Keskinen	1042 S. Harding St., Moscow, ID 83843
6. Ms. L. S. Nickerson	214 W. Hazel St., Genesee, ID 83832
7. Ms. Barbara Jean Smith	234 S. Roosevelt St., Moscow, ID 83843
8. Ms. Rita F. Styer	3925 Moscow Mountain Rd., Moscow ID 83843
9. Ms. Kelley A. Porter	403 Walnut, Genesee, ID 83832

**ARTICLE IX
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, and liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Code, 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 by the district court of the county in which the principal office of the Corporation is then located,

exclusively for the purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is Ms. Sharl Kay Keskinen, 1042 S. Harding St., Moscow, ID 83843.

**ARTICLE XI
BYLAWS**

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

**ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Articles of Incorporation by an affirmative vote of no less than two-thirds of the Board of Directors present at a properly noticed special or regular meeting of the Board of Directors, or via the written approval and consent of one-hundred percent of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has subscribed her name to these Articles of Incorporation.

DATED this 25th day of March, 2005.

INCORPORATOR:

Sharl Kay Keskinen
Ms. Sharl Kay Keskinen