

# State of Idaho

## Department of State

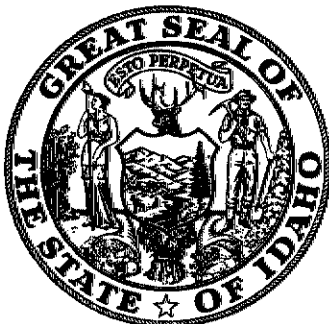
### CERTIFICATE OF INCORPORATION OF

THE REGIONAL PLANNING ALLIANCE, INC.  
File number C 107201

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 REGIONAL PLANNING ALLIANCE, 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 3, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anita Sipe*

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ARTICLES OF INCORPORATION  
OF

THE REGIONAL PLANNING ALLIANCE, INC.

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We, the undersigned persons, corporations, associations and copartnerships, as the case may be, do hereby associate ourselves together for the purpose of incorporating a nonprofit cooperative association under Chapter 10, Title 30, Idaho Code and by virtue of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 as amended.

I  
NAME

Section 1

The name of this corporation shall be The Regional Planning Alliance, Inc. with its principal place of business at Sandpoint, Idaho.

II  
PURPOSE

Section 1

The purpose of the organization shall be to develop a process for achieving a broad based consensus about the future of Bonner County on such issues as environment, sustainable economy, employment, growth, public services and quality of life. Through this process, a regional master plan, to be adopted by Bonner County and all incorporated cities in the county, shall be created.

III  
POWERS

Section 1

The corporation may acquire, take by gift, purchase, devise or bequest, real and personal property, for purposes appropriate in the exercise of its powers, and may lease, mortgage and dispose of real and personal property including the right to take, hold and dispose of shares of stock in other corporations.

Section 2

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private person, except that reasonable compensation be paid for services actually rendered to or for the corporation, and no member, director or officer of the corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Except as provided and permitted under Section 501(h) and 4911 of the Internal Revenue Code of 1954, and the Regulations thereunder as they now exist or as they may hereafter be amended, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

### Section 3

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.

## IV DURATION

### Section 1

The corporation's existence shall be perpetual.

## V DIRECTORS

### Section 1

The business and affairs of the corporation shall be managed under the direction of its Board of Directors.

### Section 2

The following persons named in these Articles of Incorporation shall serve as members of the Board until their successors are duly chosen and qualified:

Jonathan Coe, 100 Highway 95 North, Sandpoint, Idaho 83864

Curt Hecker, 201 Main, Sandpoint, Idaho 83864

Tim Hinderman, 218 Cedar Street, Sandpoint, Idaho 83864

Thereafter, the corporation shall be managed by a Board of Directors consisting of not more than twenty-five (25) members as the bylaws of the corporation may provide.

## VI BYLAWS

### Section 1

The Board of Directors of the corporation shall adopt bylaws, which may be altered, amended, or new bylaws adopted, by a vote of the Board of Directors at any regular meeting or any special meeting called for that purpose.

## **VII MEMBERSHIP**

### **Section 1**

Membership in the corporation shall be open to any resident of, or property owner in, Bonner County who supports the purposes of the corporation, subject to payment of the prescribed dues and the approval of the Board of Directors. Membership shall be subject to such regulations as prescribed in the bylaws.

## **VIII AMENDMENT**

### **Section 1**

These Articles of Incorporation may be amended by a vote of two-thirds of the members in good standing in attendance at any regular meeting, or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered and said notice shall be deposited in the mail, addressed to each member, not less than ten (10) days prior to the date of said meeting.

## **IX DISSOLUTION**

### **Section 1**

In the event of liquidation, dissolution or winding up of the corporation in any manner or for any reason whatsoever, all of the assets of the corporation, after the payment of the obligations and liabilities of the corporation, shall be transferred to one or more corporations or associations as may be selected by the corporations's Board of Directors; provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

## **X LIABILITY**

### **Section 1**

The private property of the members of this corporation shall not be liable for the debts of this corporation but shall be wholly exempt therefrom.

## **XI REGISTERED AGENT**

### **Section 1**

The initial registered agent of the corporation shall be Tim Hinderman and his address is 218 Cedar Street, Sandpoint, Idaho 83864.

XII  
INCORPORATORS

Section 1

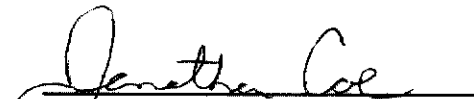
The names and addresses of the incorporators are:


Jonathan Coe, Incorporator, 100 Highway 95 North, Sandpoint, Idaho 83864

Curt Hecker, Incorporator, 201 Main, Sandpoint, Idaho 83864

Tim Hinderman, Incorporator, 218 Cedar Street, Sandpoint, Idaho 83864

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Incorporation on this 29th day of July, 1994:

  
Jonathan Coe, Incorporator

  
Curt Hecker, Incorporator

  
Tim Hinderman, Incorporator