

FILED

ARTICLES OF INCORPORATION OF
WINTER SPIRIT, INC.

An Idaho Nonprofit Corporation

IDAHO SECRETARY OF STATE

02/09/1998 09:00
DK: 19468 CT: 2035 BH: 88346

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CLERK OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, all of whom are natural persons, of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general, nonprofit corporation pursuant to Chapter 3, Title 30, Idaho Code, and under all laws of the State of Idaho applicable to such corporations, and we do hereby execute, acknowledge and adopt these ARTICLES OF INCORPORATION in duplicate, certifying as follows:

ARTICLES I
NAMES

The name of this corporation is, and shall be: Winter Spirit, Inc.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

(a) The purposes for which the corporation is formed and organized are to purchase and install Christmas Lighting for the public benefit which will promote visitors to the Lewis-Clark Valley. This corporation is organized exclusively as a Civic League under Section 501(c)(4) of the Internal Revenue Code. The corporation shall be prohibited from carrying on any other activities not propended to be carried on by an organization except from Federal Income Tax under Section 501(c)(4).

(b) To carry out this purpose, the corporation shall have the power to purchase or otherwise acquire real and personal

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LAWYER
1027 BRYDEN AVENUE
LEWISTON, IDAHO 83501
(208) 743-5517

property for the purpose of the corporation and to sell or otherwise dispose of the same; to lend money and to borrow money for the purpose for which the corporation is organized, and to secure the payment of money borrowed by mortgages or liens upon the property of the corporation; to receive donations, contributions, gifts, legacies and bequests; to manage and invest the funds of the corporation and generally, without limitations, to exercise all of the powers granted by law to corporations of this character.

(c) Upon the winding up and dissolution of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its exempt status under the Internal Revenue Code, or shall be distributed in accordance with the rules and regulations of the Internal Revenue Code.

ARTICLE IV. NONPROFIT PURPOSE

The corporation is formed exclusively for purposes for which a corporation may be formed under the provisions of Chapter 3, Title 30, Idaho Code, and not for pecuniary profit or financial gain. No part of the assets, income or profit of the corporation shall be distributable to or inure to the benefit of its members, directors or officers, except to the extent permitted under said law, and it will not engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE V. LOCATION OR REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation shall be 3317 12th Street, Lewiston, ID 83501, and the location of the registered office of the corporation shall initially be at the Post Office Box 1813, Lewiston, Idaho, 83501. The registered agent of the corporation at said address is Becky Mahurin.

ARTICLE VI.
ORGANIZATION

The Corporation is to be organized upon a non-stock certificate of membership basis. Such memberships shall be non-redeemable, non-transferrable, and non-dividend bearing. There shall be one class of membership.

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators are as follows:

Becky Mahurin
3225 1/2 7th Street
Lewiston, ID 83501

Gary Anderson
2014 Alder Avenue
Lewiston, ID 83501

Carol Smolinski
2780 26th Street
Clarkston, WA 99403

Janis Forsmann
1909 Alder Avenue
Lewiston, ID 83501

Rita Myers
3459 Syringa Drive
Lewiston, ID 83501

Bob Bryant
3420 9th Street
Lewiston, ID 83501

Billy Perkins
718 3rd Street
Lewiston, ID 83501

Marcia Banta
335 Syringa Court
Lewiston, ID 83501

ARTICLE VIII.
DIRECTORS

The number, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the directors of the corporation shall be prescribed by the Bylaws, except that there shall not be less than six (6) nor more than twenty-one (21) directors, each of whom shall be elected for a three (3) year term, with the exception of the initial board whose terms shall be staggered up to three (3) years. The following

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persons are names by the undersigned incorporators to serve as directors of the corporation until the first annual meeting of members:

Becky Mahurin
3225 1/2 7th Street
Lewiston, ID 83501

Gary Anderson
2014 Alder Avenue
Lewiston, ID 83501

Carol Smolinski
2780 26th Street
Clarkston, WA 99403

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Marcia Banta
335 Syringa Court
Lewiston, ID 83501

ARTICLE IX.
POWERS OF BOARD OF DIRECTORS

The board of directors of the corporation shall have the power to adopt, repeal and amend the Bylaws and adopt new Bylaws in accordance with the provisions of the Idaho Code Section 30-309 as now in effect or as hereafter amended and as provided in said Bylaws.

ARTICLE X.
ELECTION OF DIRECTORS

Directors shall be elected by the directors in office at the time a vacancy arises either through resignation or completion of term.

ARTICLE XI.
MANAGEMENT

The management of the corporation is vested in its directors.

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IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 29th day of January, 1998.

Becky Mahurin
Becky Mahurin

Gary Anderson
Gary Anderson

Carol Smolinski
Carol Smolinski

Janis Forsmann
Janis Forsmann

Rita Myers
Rita Myers

Bob Bryant
Bob Bryant

Billy Perkins
Billy Perkins

Marcia Banta
Marcia Banta