

ARTICLES OF INCORPORATION

OF

**LEWIS-CLARK VALLEY WINE ALLIANCE, INC.
An Idaho, Non-Profit Corporation**

2017 JUN -8 AM 8: 50

**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act"), adopts these Articles of Incorporation for the Corporation (Articles).

ARTICLE I. NAME.

The name of the Corporation is LEWIS-CLARK VALLEY WINE ALLIANCE, INC.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office is 322 Main Street, Lewiston, Idaho, and the name of the initial registered agent at this address is Edwin L. Litteneker.

ARTICLE V. PURPOSES.

- A. The purposes for which the Corporation is organized and will be operated are as follows:
 1. To promote the growth of commercial wine grape production in the Lewis-Clark Valley American Viticultural Area;
 2. To promote use of Lewis-Clark Valley American Viticultural Area grown grapes in the production of wine;
 3. To promote wineries located within the Lewis-Clark Valley American Viticultural Area;
 4. To provide education and support services for people involved in, or interested in, viticulture and oenology; and, to inform the public about viticulture and oenology;
 5. To foster a thriving wine-tourism industry in the Lewis-Clark Valley American Viticultural Area through participation and collaboration with wine and tourism related businesses in the region; and,
 6. To establish and maintain mutually beneficial relationships with other associations and organizations with objectives similar to the Alliance.

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B. The Corporation is organized exclusively as a nonprofit business league devoted to the improvement of the grape growing and wineries, wine making, wholesale and retail distribution business activities conducted by Lewis-Clark Valley Wine Alliance, Inc., as distinguished from the performance of particular services for individual persons as specified in Section 501(c)(6) of the Internal Revenue Code.

The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets 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 V hereof.


ARTICLE VII. MEMBERS.

The Corporation shall have members as designated by the Bylaws. Any person may become a member of the Corporation in accordance with the provisions set forth in the Bylaws. This corporation has voting members.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than four (4) individuals. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members in accordance with the Bylaws. A Director must be a Member of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Melissa Sanborn	20608 Colter Creek Ln. Juliaetta, ID 83535
(Name)	(Address)
Nicole Umiker	3143 10 th St. Lewiston ID 83501
(Name)	(Address)
Art McIntosh	3107 Powers Ave Lewiston, ID 83501
(Name)	(Address)
	906 Port Dr. Clarkston, WA 99403
(Name)	(Address)

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of members and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 the Internal Revenue Code of 1986, as amended from time to time, in such a manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court for 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 XI. EQUAL OPPURTUNITY.

Any programs and activities conducted by this Corporation shall admit persons without discrimination based on race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.


ARTICLE XII. INCORPORATOR.

The name and street address of the initial incorporator is Melissa Sanborn,
1626 6th Ave. North, Lewiston, Idaho 83501.

ARTICLE XIII. BYLAWS.

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

DATED this 9 day of May, 2017.



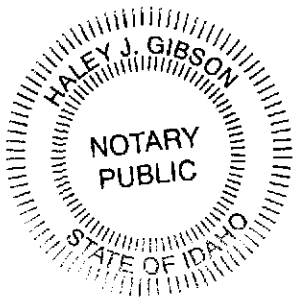
Melissa Sanborn, Incorporator/Director

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06/08/2017 05:00
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STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 9 day of May, 2017, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared Melissa Sanborn, known to me to be the person whose name is subscribed to me and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate above written.



Haley J. Gibson
Notary Public in and for the State of Idaho
Residing at Lewiston, therein
My Commission Expires: 3-31-2021