



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

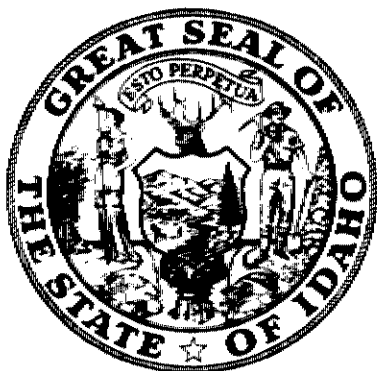
KELLOGG GONDOLA DEVELOPMENT CORPORATION

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 KELLOGG GONDOLA
DEVELOPMENT CORPORATION

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 September 2, 19 87



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra Mathews
Corporation Clerk

ARTICLES OF INCORPORATION
OF
KELLOGG GONDOLA DEVELOPMENT CORPORATION

1201
SECTION 101

67 SEP 2 27 8 58

B. F. GOODSON, being over the age of twenty-one (21) years and a citizen of the United States of America, for the purpose of forming a nonprofit corporation under the provisions of Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: KELLOGG GONDOLA DEVELOPMENT CORPORATION

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The corporation shall be a nonprofit corporation.

ARTICLE IV

This corporation is formed and organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which is tax exempt within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V

The address of the registered office of the corporation is 834 McKinley Avenue, Kellogg, Idaho 83837.

The name of its registered agent at such address is B. F. Goodson.

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, 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 herein. No substantial part of the activities of the corporation shall be 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 provision 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)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Code) or by a corporation, contribu-

tions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE VII

This corporation may be dissolved in the manner as prescribed by the laws of the State of Idaho. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation, to the City of Kellogg, a municipal corporation in the State of Idaho, which corporation shall at the time qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Code). Any assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located.

ARTICLE VIII

This corporation shall be formed without capital stock. Membership certificates shall be issued to each member and shall not be assignable. The voting power, rights, and interest of each member shall be equal, and no member can

have or acquire a greater interest than any other member.
The terms and conditions of admission to membership shall be prescribed the by Bylaws.

ARTICLE IX

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by the laws of the State of Idaho, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

ARTICLE X

The Board of Directors shall have the full power to adopt, alter, amend, or repeal the Bylaws of adopt new Bylaws in the manner prescribed by statute.

ARTICLE XI

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws; but the number of the first directors shall be four (4), and they shall serve until the first meeting of members and until their successors are elected and qualified.

The names and mailing addresses of the directors constituting the initial Board of Directors are:

B. F. Goodson
P.O. Box 29
Kellogg, ID 83837

J. W. Kendrick
P.O. Box 29
Kellogg, ID 83837

Robert P. Fallis
P.O. Box 450
Kellogg, ID 83837

Terry A. Douglas
P.O. Box 840
Kellogg, ID 83837

ARTICLE X

The name and address of the incorporator of this
corporation is:

B. F. Goodson
P.O. Box 29
Kellogg, ID 83837

DATED this 28 day of August, 1987.

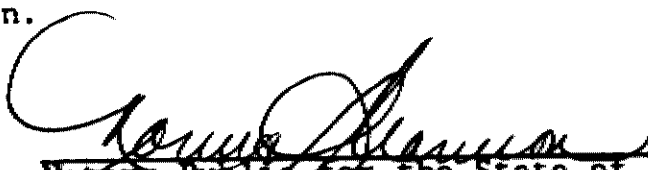


B. F. Goodson

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 28th day of August, 1987, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared B. F. GOODSON, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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


Notary Public for the State of Idaho
Residing at Cataldo, Idaho