

Department of State.

CERTIFICATE OF INCORPORATION

I, ~~PETE T. CENARRUZA~~
~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

THE Owyhee Foundation of Idaho, Incorporated

was filed in the office of the Secretary of State on the **eleventh** day of **June** A. D. One Thousand Nine Hundred **seventy-three** and **to be** duly recorded on ~~film~~ microfilm Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Silver City, Idaho** in the County of **Owyhee** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **June**,
A.D., 19 **73**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THE Owyhee Foundation of Idaho, Incorporated

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation not for profit under Section 30-1101 of the Idaho Code, as amended, and under the laws of the State of Idaho, in general, and we do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be THE Owyhee Foundation of Idaho, Incorporated.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The location of the registered office of this corporation shall be in the City of Silver City, Owyhee County, State of Idaho, and the address of the registered office of this corporation shall be c/o Owyhee Avalanche, Silver City, Owyhee County, Idaho. The activities of the corporation shall not be

confined to the City of Silver City, State of Idaho, but will include any surrounding territory supportive of the purposes of the corporation.

ARTICLE IV

The purpose of this corporation shall be to promote the historical restoration and/or preservation and educational perpetuation of Silver City and its environs.

Further, the following powers are enumerated as consistent with the foregoing objectives:

(a) To receive gifts and grants of money and property of every kind and to administer the same for charitable, educational, social welfare and civic uses and improvements, and to do anything necessary or proper for the accomplishment of these purposes.

(b) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

(c) To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

(d) To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or

indirectly to enhance the value of or render profitable any of the corporation's property or rights.

(e) The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States.

(f) To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

(g) The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

(h) To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE V

In furtherance, and not in limitation of the powers confirmed by statute, the Board of Directors is expressly authorized:

To make and alter By-Laws of this corporation, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

This corporation may in its By-Laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

The title to all real estate acquired by the corporation shall at the time of its acquirement or immediately thereafter be vested in a trust company, or in two or three reputable citizens of the community in which the activities of the corporation are carried on, with a provision in the deed that, in the event of the dissolution of the corporation, or the revocation or lapse of its charter, said trustee or trustees, after satisfying any claims against the corporation to which such real estate may be subject, shall convey said property, or if sold, pay the net proceeds of such sale to the County of Owyhee, State of Idaho, or to a successor corporation dedicated to the same principles enumerated.

ARTICLE VI

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders.

The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws of the corporation.

No interest of any member in this corporation shall be assignable or transferable, and no membership in this association shall be considered as having any monetary value. Any member may be expelled from the corporation upon the conditions and for the reasons as may be specified in the By-Laws.

The corporation shall have no power to issue certificates of stock or to declare or pay dividends, its object and purpose being solely of a benevolent character and not for pecuniary profit to its members.

ARTICLE VII

This corporation shall be the successor in interest to the heretofore existing Owyhee Foundation, and is hereby formed pursuant to resolution, unanimously adopted by the members of said association at an election held on the 2nd day of June, 1973, at the hour of 10:00 o'clock A.M., at the address of the Owyhee Avalanche, Silver City, Owyhee County, Idaho.

Notice of time and place of said election was published for more than two weeks prior thereto in two weekly editions of The Owyhee Chronicle, a newspaper published and circulated in Owyhee County, Idaho, and caused such notice to be posted continuously for more than two weeks prior to such election in the building and room where said election was held

for the same length of time. Said notice expressly stated that the purpose of such meeting would be for the election of the directors to constitute the Board of Directors of this corporation.

At such meeting, by motion duly made and seconded, a resolution was adopted whereby a unanimous ballot was cast for the election of the following-named persons to constitute the Board of Directors of this corporation:

James J. Spencer
R. E. Hackworth
Gordon R. Peterson

ARTICLE VIII

The name and post office address of each of the incorporators is set out at the end hereof by their signatures hereto, together with such post office address.

ARTICLE IX

The private property of the members of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever, regardless of how such debts are incurred.

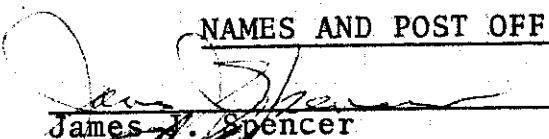
ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all acts conferred upon members herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, Being each one of the original members hereinbefore mentioned for the purposes of forming a

corporation not for profit to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to become members of such corporation, and accordingly have hereunto set our hands and seals this 11th day of June, 1973.

NAMES AND POST OFFICE ADDRESSES


James J. Spencer

Silver City,
Idaho


R. E. Hackworth

c/o Caldwell Tribune
Caldwell, Idaho 83605

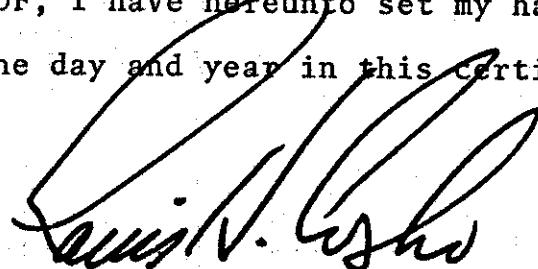

Gordon R. Peterson

3515 Collister Street
Boise, Idaho 83703

STATE OF IDAHO }
 } ss.
County of Ada }

On this 11th day of June, 1973, before me,
the undersigned, a Notary Public in and for said State, personally appeared JAMES J. SPENCER, R. E. HACKWORTH and GORDON R. PETERSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.

A handwritten signature in black ink, appearing to read "David V. Lush".

Notary Public for Idaho
Residing at Boise, Idaho

N O T I C E

WHEREAS, There exists in the City of Silver City, County of Owyhee, State of Idaho, an association designated as The Owyhee Foundation of Idaho, Incorporated, existing for the purpose of promoting, developing, preserving and maintaining the Village of Silver City, Idaho; and

WHEREAS, The members of said association are residents of the area now being served by the present association; and

WHEREAS, Said association is desirous of incorporating as a non-profit corporation pursuant to Section 30-1102, Idaho Code, for the aforesaid purpose;

NOW, THEREFORE, NOTICE IS HEREBY GIVEN, Pursuant to Section 30-1102 of the Idaho Code, that an election by all persons who may be interested in the foregoing objectives and in membership of said association and by the residents of the area of Silver City, Idaho, will be held on the 24th day of June, 1973, at the hour of 10:00 o'clock A.m., of the same day, at the office of the Owyhee Avalanche, Silver City, Idaho, for the following purposes:

1. To consider and pass upon a resolution to incorporate The Owyhee Foundation of Idaho, Incorporated, as a non-profit corporation pursuant to Title 30, Chapter 11 of the Idaho Code.
2. To elect three directors who will constitute the Board of Directors of said corporation for the management, control and operation thereof, all of which directors will be elected from the persons described above. The directors elected from the area described above shall serve initially for individual terms of six years, four years and two years.

DATED this 17 day of May, 1973.

THE Owyhee Foundation of Idaho, Incorporated

By: James J. Spence
James J. Spence

AFFIDAVIT OF PUBLICATION

STATE OF IDAHO)
) ss.
COUNTY OF Owyhee)

I, Everett A. Colley, being first duly sworn, depose and say:

1. That I am a citizen of the United States of America, and at all times hereinafter mentioned was and now am over the age of twenty-one years, not a party to nor interested in the proceedings hereinafter mentioned.

2. That during the time of the publication of the notice hereinafter mentioned, I was and now am the printer or publisher of

THE Owyhee CHRONICLE, a newspaper of general circulation printed and published weekly, on Thursday of each and every week, in the City of Homedale and County of Owyhee and State of Idaho.

3. That the said THE Owyhee CHRONICLE has been printed and published continuously and uninterruptedly in said County during a period of seventy-eight weeks prior to the first publication of the attached notice.

4. That said notice NOTICE

of which a printed copy, taken from said newspaper, is hereto affixed, was published in the regular issue thereof, and not in a supplement thereto, in said newspaper, in two (consecutive) calendar weekly issue(s) of said newspaper, on the following date(s):

May 24, 1973

May 31, 1973

(Signed) Everett A. Colley

Subscribed and sworn to before me this 31st day of May

A. D. 1973.

Everett A. Colley
Notary Public in and for the State of Idaho,

residing at Homedale, Idaho.

My commission expires 2-6, 1976.