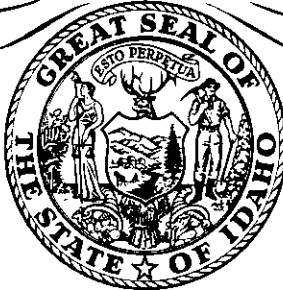


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, 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

PALOUSE-CLEARWATER SEARCH AND RESCUE UNIT, INC.

was filed in the office of the Secretary of State on the **Seventeenth** day of **March** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **127** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Moscow** in the County of **Latah**, and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **17th** day of **March**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
PAIHOUSE AND CLEARWATER SEARCH AND RESCUE UNIT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America of the age of twenty-one (21) years and upwards, do hereby associate together for the purpose of forming, and do hereby form, a non-profit cooperative corporation pursuant to Chapter 10 of Title 30 of the Idaho Code, and the acts amendatory and supplemental thereto, and do hereby set forth, declare and certify as follows, to-wit:

FIRST: That the name of this corporation shall be "PAIHOUSE-CLEARWATER SEARCH AND RESCUE UNIT, INC."

SECOND: That the objects and purposes for which this corporation is formed are as follows:

(1) To provide search and rescue personnel for emergencies in mountain and wilderness areas.

(2) To provide training in search and rescue technique.

(3) To acquire, maintain and provide search and rescue equipment for use in such emergencies.

(4) To conduct educational programs for the purpose of promoting safety and safe practices in mountain and wilderness activities.

(5) To publish and distribute literature in furtherance of the foregoing objectives.

(6) To cooperate with other organizations and authorities engaged in furthering the foregoing or similar objectives.

(7) To provide for the creation, regulation, and termination of membership in this corporate association, and to issue, alter, and cancel membership certificates.

(8) To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, buildings, and any real property, hereditaments, and appurtenances of all kinds and wheresoever situated, necessary or desirable in connection with the business of the association, and to buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, and trade in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature, and description in connection with the business, objects, and purposes of this corporation.

(9) To accept and receive donations of moneys and other properties, real and personal, by gift, grant, devise, bequest, or otherwise, and to hold, own, manage, administer, lease, use, operate, sell, transfer and convey such moneys and properties for the objects, uses and purposes of this corporation.

(10) To sponsor, promote, engage in and conduct entertainments, amusements, shows, projects, and diversions to provide capital and to defray the costs and expenses of the corporation and its undertakings.

(11) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any government or agency thereof.

(12) To borrow money, to draw, make, accept, endorse, guarantee, transfer, assign, execute, and issue notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, or pledge all or any part of the property or assets of any kind owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize or as may be permitted by the law.

(13) To have one or more officers to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, desirable, and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation or which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, either alone or in connection with any person, firm, or corporation.

(14) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the corporation laws of the State of Idaho or any act amendatory or supplemental thereto or substituted therefor, except such as are inconsistent with the provisions of Chapter 10 of Title 30 of the Idaho Code, and any act amendatory or supplemental thereto.

(15)The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business, or exercise any power which a corporation formed under the non-profit cooperative association act, hereinbefore referred to, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do.

THIRD: That the duration of this corporation and the term of its existence shall be perpetual.

FOURTH: That the location and postoffice address of the registered office of this corporation in the State of Idaho is Moscow, Idaho.

FIFTH: That there is no authorized shares of stock in this corporation and there is no capital stock and there are no shares of stock.

SIXTH: That this is a non-profit organization. That pecuniary profit is not its object or purpose. That the rights and interests of all members of this corporation shall be equal, and no member shall acquire a greater interest therein than any other member. The corporation shall issue membership certificates to each member, which certificates cannot be assigned so that

the transferee thereof can by such transfer become a member of the corporation, except by resolution of the board of directors and under such regulations as the by-laws of the corporation may perscribe.

SEVENTH: The members of this corporation shall consist of the persons hereinafter named as incorporators and such other persons as from time to time hereafter may become members in the manner provided in the by-laws of the corporation. That upon the issuance of the Certificate of Incorporation, each and all of the undersigned shall ipso facto become members of this corporation.

EIGHTH: That unless and until changed by the by-laws of this corporation, those members present at any meeting of the members of this corporation shall constitute a quorum, regardless of the number present, provided that written notice of the time and place of the meeting is mailed to each member of this corporation at least ten (10) days prior to the date of the meeting.

NINTH: That the by-laws of this corporation may be altered, amended or new by-laws adopted at any regular meeting of the members, or at any special meeting called for that purpose, by the affirmative vote of two-thirds (2/3rds) of the members present at such meeting, provided that a quorum as specified in the by-laws of this corporation be present.

TENTH: That the Articles of Incorporation of this corporation may be altered or amended at any regular meeting of the members or at any special meeting of the members called for that purpose by an affirmative vote of two-thirds of the members present at such meeting, provided written notice of the

intention to amend the Articles of Incorporation shall be served on each and all of the members not less than seven days prior to such meeting. Such notice to designate the meeting at which it is intended to vote on the proposition to amend the Articles of Incorporation shall state in general terms the manner in which it is intended to amend the Articles of Incorporation. The mailing of such notice to a member at his postoffice address shown on the corporate records shall be deemed a service thereof, and such notice shall be deemed to have been served on the date of the mailing thereof.

ELEVENTH: That the names and postoffice addresses of the incorporators are as follows:

<u>Name:</u>	<u>Address:</u>
Howard Buchanan	447 East 8th Street, Moscow, Idaho
W. Wilson Rogers	202 East 7th Street, Moscow, Idaho
John L. Milton	849 Maybelle Street, Moscow, Idaho
Robert G. Rhodes	622 East B Street, Moscow, Idaho
Rolland E. Hawley	Moscow, Idaho

IN WITNESS WHEREOF, we, the undersigned, whose post-office addresses are set opposite our names, have hereunto set our hands, this 10 day of March, 1964.

John L. Milton
W. Wilson Rogers

Howard Buchanan

Roland E. Hawley

Robert G. Rhodes

STATE OF IDAHO)
 : ss.
County of Latah)

On this 10 day of March, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared HOWARD BUCHANAN, W. WILSON ROGERS, JOHN L. MILTON, ROBERT G. RHODES and ROLLAND E. HAWLEY, known to me to be the persons whose names are subscribed to the above and foregoing instrument entitled "Articles of Incorporation of Palouse-Clearwater Search and Rescue Unit, Inc.," and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal the date last above written.

James H. Thompson
Notary Public in and for the State of
Idaho, residing at Moscow, Idaho.