



CERTIFICATE OF INCORPORATION
OF

PROJECT HIKE, INC.

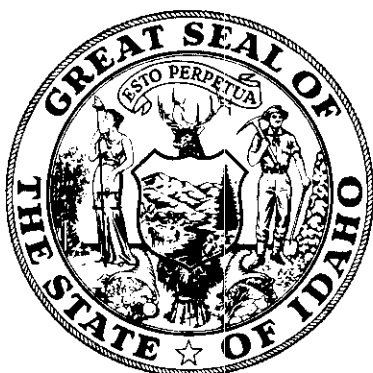
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PROJECT HIKE, INC.

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 November 18, 1985, 19 ____.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
PROJECT HIKE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho relating to charitable and educational corporations have entered into the following agreement:

ARTICLE I

Name

The name of this corporation shall be PROJECT HIKE, INC. (Handicapped Individuals Kamping Experience, Inc.). This corporation shall be a non-profit corporation.

ARTICLE II

Location

The principal office and location of PROJECT HIKE, INC. shall be 2195 Ironwood Court, Coeur d'Alene, Idaho 83814.

ARTICLE III

Duration of Corporation

The PROJECT HIKE, INC. shall continue in perpetual succession unless and until dissolved in the manner set forth in Article VI of these Articles of Incorporation.

ARTICLE IV

Purposes

The purposes for which this corporation is formed are:

- A. To promote the general welfare of handicapped people through the resources of consultation and/or education; social skill development; and recreational and leisure activities through camping and wilderness experiences.

- B. To procure, accept, and administer grants, donations and/or loans from any public or private source for the above purposes; provided, that the private property of the officers, directors and stockholders of the corporation shall be exempt from the debts of the corporation, and no officer, director or stockholder shall be jointly or severally liable or responsible for any debts or liability of the corporation on account of such status or conduct incidental to or required by such office, role or status.
- C. This association is one which is not organized for pecuniary gain or profit to its members and is organized for non-profit purposes, it being the intent of this association and its powers limited to fully comply with the rules and regulations of the Internal Revenue Code and specifically Section 501 (c) (3), Internal Revenue Code of 1954, and any amendments thereto, and these articles shall be so construed in the event of ambiguity or inconsistency.
- D. To generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform; so long as in conformance with the other purposes herein enumerated.
- E. To purchase or sell, hypothecate, mortgage and lease such real property and personal property as may be necessary for the purposes of the corporation, and to execute deeds, contracts, agreements and obligations, the purposes whereof are consonant with the laws of the State of Idaho under which this corporation is formed and to accept and execute any trust, the purpose whereof is lawful under the said laws and consistent with the purposes of this corporation; and to do each and everything necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which may, at any time, appear conducive or expedient to the benefit or protection of

this corporation.

- F. This corporation shall have no capital stock, no dividends shall ever be declared or profits distributed, and no part of of the net earnings of the corporation shall be distributed to, used for, or inure to the benefit of any private shareholder, trustee, director or individual.

ARTICLE V

Management

The affairs of this corporation shall be conducted by a Board of Directors of at least three in number, with the exact number, manner of selection and qualifications as determined by the By-Laws. The Board of Directors may appoint an Executive Committee which shall possess and may exercise the powers of the Board of Directors in the management and direction of the affairs of the corporation during the intervals between meetings of the Board of Directors.

The names and addresses of the persons who are to act in the capacity of "Directors", and who shall be known as "Directors", are:

<u>Names</u>	<u>Addresses</u>
James DuBuisson	1727 Nettleton Gulch Coeur d'Alene, Idaho 83814
Karen Hudson	Route 1, Box 254 Cataldo, Idaho 83810
David L. Martin	12690 Dover Lane Hayden Lake, Idaho 83835

The number of persons named above shall not necessarily constitute the number of directors of the association, but the members shall have the power to adopt By-Laws, which By-Laws shall provide in detail for the number of officers and directors to govern such association.

The Board of Directors shall have the general power to act for and on behalf of the corporation in any manner not prohibited by statute or by these Articles of Incorporation. Said Board shall, specifically, and not by way of limitation, have the power to sell, lease, exchange, mortgage, pledge or make other disposition of the business, property, assets or franchises of the corporation upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real, personal or mixed, as shall be authorized by the Board, provided that whenever the directors desire to sell, exchange or lease the principal part of all of the business, they may do so only upon a vote of two-thirds of the entire membership of the corporation at a meeting duly called for such purpose. The terms "sell, exchange, or lease" as herein used shall not include mortgage or pledge. Instruments of conveyance or encumbrances as herein authorized shall be executed by the President or Vice President of the corporation and be attested by the Secretary and Treasurer thereof.

ARTICLE VI

Dissolution

In the event of the existence of the corporation for any reason be terminated, all funds of the corporation shall, after the payment of its liabilities, be distributed exclusively to qualified Internal Revenue Code tax exempt charitable institutions and purposes as selected by the Board.

ARTICLE VII

Officers

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer to be qualified and elected in such manner and for such term as provided in the By-Laws.

ARTICLE VIII

Sale of Property

Sale, conveyance or encumbrances of all or any part of the property of the company may be made by the Board of Directors, provided however, that such sale, conveyance or encumbrance is authorized by a majority of a quorum of the members present at a regular membership meeting or a special membership meeting called for the purpose, and instruments of conveyance or encumbrance shall be executed on behalf of the company by the President and attested by the Secretary of the company.

ARTICLE IX

No Pecuniary Profit

No officer, Director or member shall at any time receive or become entitled to receive any pecuniary profit from the operation hereof either by dividend or other distribution or by payment of any salary, wage, or reward of any kind in excess of reasonable compensation for services actually rendered by any officer, agent, Director or employee or member of the corporation.

ARTICLE X

Powers of the Corporation and Directors

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, member or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE IV hereof.

ARTICLE XI

Street Address

The address of the registered office of this corporation shall be

2195 Ironwood Court, Coeur d'Alene, Idaho 83814, and the registered agent shall be David L. Martin, 2195 Ironwood Court, Coeur d'Alene, Idaho 83814

ARTICLE XII

Membership

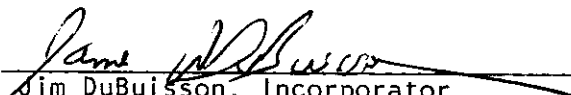
This non-profit corporation shall have members and they shall be classified as follows:

- A. A person who is involved in the program and who receives a certificate of membership issued by the corporation.
- B. Each member shall be entitled to one (1) vote.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of November, 1985.


David L. Martin, Incorporator


Karen Hudson, Incorporator


Jim DuBuisson, Incorporator

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 12th day of November, 1985, before me, the undersigned Notary Public, personally appeared DAVID L. MARTIN, known to me to be the Incorporator of the corporation and the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Marilyn C. Stepp
Notary Public for Idaho
Residing at: Kootenai County
My Commission Expires: June 4, 1991

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 12th day of November, 1985, before me, the undersigned Notary Public, personally appeared KAREN HUDSON, known to me to be the Incorporator of the corporation and the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Marilyn C. Stepp
Notary Public for Idaho
Residing at: Kootenai County
My Commission Expires: June 4, 1991

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 12th day of November, 1985, before me, the undersigned Notary Public, personally appeared JAMES DUBUISSON, known to me to be the Incorporator of the corporation and the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Marilyn C. Stepp
Notary Public for Idaho
Residing at: Kootenai
My Commission Expires: June 4, 1991