

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF THE**

NORTHWEST PROFESSIONAL POWER VESSEL ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such a corporation:

ARTICLE I. NAME

The name of this corporation is Northwest Professional Power Vessel Association, Inc.

ARTICLE II DURATION

The period of duration shall be perpetual.

ARTICLE III. NON-PROFIT CORPORATION

This corporation shall be a non-profit corporation.

ARTICLE IV. PURPOSES

The purposes for which the Northwest Professional Power Vessel Association (hereafter called the Association) is formed are to promote safety and cooperation in our industry. In cooperation with applicable state and federal agencies and other organizations, the Association will:

1. facilitate communications and coordination between our industry, agencies and other organizations;
2. promote safety within our industry;
3. recommend safety measures and policies within our industry and in cooperation with government agencies;
4. promote safe practices within the entire boating community in our region by coordinating and cooperating with private boater organizations;
5. pursue projects and activities that will contribute to the welfare of our passengers and industry;
6. pursue other issues affecting our industry that the Board deems appropriate.

The corporation will fund its programs with dues charged to the members. The corporation shall also undertake entrepreneurial activities as additional methods of support for the nonprofit entity that are consistent with the purposes of the organization.

The corporation shall hold, buy, sell, and lease such assets as are necessary to carry out the aforementioned purposes and shall do all things necessary to carry out all aforesaid purposes.

ARTICLE V. MEMBERSHIP

The corporation will issue certificates of membership. The corporation may have three (3) classes of membership: (1) industry members, (2) individual members, and (3) supporting organization members. The qualifications and rights of the members in each class shall be set forth in the Bylaws. Each member shall pay annual dues established by the Board of Directors. The Corporation shall have voting members.

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ARTICLE VI. BOARD OF DIRECTORS

The business of this corporation shall be managed by the Board of Directors, the initial number of which shall be five (5). The number of Directors shall be fixed by the Bylaws and the number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent Director. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

President:

Alan Odegaard
1523 Powers,
Lewiston, Idaho 83501

Vice President:

Jim Koch
P.O. Box 12343
Lewiston, Idaho 83501

Secretary:

Alan Lamm
5700 Tammany Cr. Rd.
Lewiston, Idaho 83501

Member:

Darell Bentz
155 Southport
Lewiston, Idaho 83501

Member:

Bret Armacost
P.O. Box 159
Oxbow, OR 97840

ARTICLE VII. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 2604 Seaport Drive, Lewiston, ID 83501. The registered agent of the corporation shall be Arthur Seamans, whose address is 2604 Seaport Drive, Lewiston, ID 83501.

ARTICLE VIII. INTERNAL AFFAIRS

Pecuniary profit is not the object, or any object of this corporation. No part of the assets or earnings of the corporation shall inure to the benefit of, or be distributable to directors, officers or other private persons, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

The corporation may carry on its business on a basis which may earn operating and administering expenses, discharging the obligations of said corporation contracted within its powers hereunder, and provide funds with which to carry on future services of the type described above.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in 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 permitted to be carried on:

1. by a corporation exempt from federal income tax under Section 501 c (6) of the Internal Revenue Code of 1954 or the corresponding provisions of subsequent laws, or
2. by a corporation, contributions to which are deductible under Section 170 c (2) of the Internal Revenue Code of 1954 or the corresponding provisions of subsequent laws.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for

charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 c (3) of the Internal Revenue Code of 1954 or the corresponding provisions of subsequent laws, as the Board of Directors shall determine.

ARTICLE IX: AMENDMENT

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote by the Board of Directors. The proposed amendment shall be adopted upon receiving at least a majority vote of the Directors.

ARTICLE X. NON-PROFIT

This corporation is not organized for profit. There shall be no capital stock and membership shall be determined pursuant to the provisions of these Articles. Private property of the Directors or members shall not be liable for the debts of the corporation.

ARTICLE XI. BYLAWS

The directors of the corporation shall have the power to adopt Bylaws consistent with the laws of the State of Idaho and these Articles which shall provide and shall designate the manner in which the purpose of the organization shall be carried out.

ARTICLE XII. INDEMNIFICATION

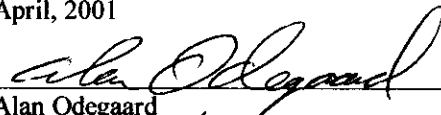
The corporation shall indemnify its directors, officers, employees and other agents to the fullest extent permitted by Idaho code, Section 30-3-88 of the Idaho Nonprofit Corporations Act. The corporation shall have no obligation to grant such indemnification except as expressly set forth in Idaho Code, Section 30-3-88.

ARTICLE XIII. INCORPORATORS


The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Alan Odegaard	1523 Powers Lewiston, ID 83501
Jim Koch	P.O. Box 12343 Lewiston, Idaho 83501
Darell Bentz	155 Southport Lewiston, Idaho 83501
Alan Lamm	5700 Tammany Road Lewiston, ID 83501
Bret Armacost	P.O. Box 159 Oxbow, OR 97840

IN WITNESS WHEREOF, the incorporators hereinabove named have set their hands in duplicate this 12th day of April, 2001



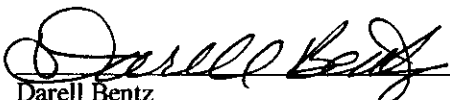
Alan Odegaard



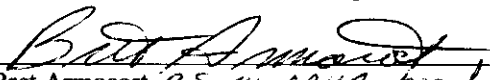
Jim Koch



Alan Lamm



Darell Bentz



Bret Armacost as NUPPVA board member

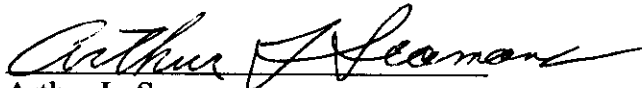
CONSENT TO APPOINTMENT AS REGISTERED AGENT

01 APR 19 AM 8:47

SECRETARY OF STATE
STATE OF IDAHO
I, Arthur L. Seamans, hereby consent to serve as registered agent, in the State of Idaho, for the following corporation: Northwest Professional Power Vessel Association.

I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated this 12th day of April, 2001.



Arthur L. Seamans

2604 Seaport Drive, Lewiston, ID 83501

(208)743-2616

ajseamans@home.com