



CERTIFICATE OF INCORPORATION
OF

BENEMAH COUNTY CENTENNIAL COMMITTEE, INC.

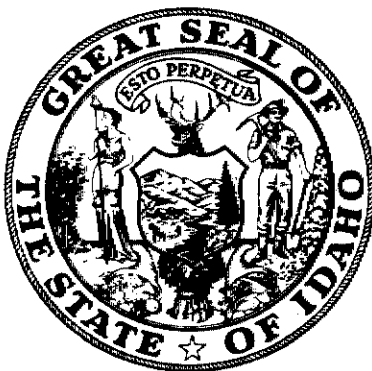
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BENEMAH COUNTY CENTENNIAL COMMITTEE, 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 May 11, 19 89.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

MAY 11 9 28 AM '89
SECRETARY OF STATE

BENEWAH COUNTY CENTENNIAL COMMITTEE, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Non-Profit Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

Name. The name of the corporation is BENEWAH COUNTY CENTENNIAL COMMITTEE, INC.

ARTICLE TWO

Purposes. The purpose for which the corporation is formed and organized is to celebrate the State of Idaho's one hundredth birthday on July 3, 1990. The corporation will plan and organize all projects, publicity and fund raising for the Benewah County area and community to observe that birthday, not limited to that single date, but for activities prior and subsequent to said date. The corporation's principal function is to generate interest in Idaho's history and the role of Benewah County in the history of the State of Idaho. To promote the corporation's purposes, the establishment of a museum or visitor's center is contemplated to establish a location where historical exhibits, including writings, newspapers, journals and physical objects relating to the

region's history can be established and maintained on land leased or owned by the corporation.

This corporation is organized exclusively for charitable, or educational purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, any other provisions of these articles notwithstanding. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE THREE

Powers. The corporation is empowered to do everything and anything reasonable and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of said purposes. The corporation shall have and exercise all the powers and authority and engage in all activities now or hereafter allowed by law to non-profit corporations of the State of Idaho.

ARTICLE FOUR

Dissolution. In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the members,

according to the by-laws, provided that assets or property may be transferred only to a non-profit corporation or an agency of government operated exclusively for charitable, educational, or scientific purposes as at that time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the members shall determine, and having objectives or purposes similar to those which this corporation is devoted; provided further that in no event shall any of the assets of property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of the corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation has been located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIVE

Registered Office and Registered Agent. The address of the initial registered office of the non-profit corporation is Susan R. Price, St. Maries, Idaho 83861. The name of the non-profit corporation's initial registered agent at such address is 1221 Powell Road, St. Maries, Idaho 83861.

ARTICLE SIX

Members. Qualifications of members of the corporation shall be provided in the by-laws of the corporation. The rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other members, and no member shall hold more than one membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but said member shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out and to attain the objectives of this corporation.

ARTICLE SEVEN

Members' Powers. The members of this corporation shall have the power to conduct all of the affairs of the corporation. The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer, and such

other officers as the membership shall deem necessary. Each of the officers shall be members of this corporation, and the terms of the office, manner of election, and powers and duties of the officers shall be prescribed in the by-laws of the corporation.

ARTICLE EIGHT

Annual Meeting of Members. An annual meeting of the membership of the corporation shall be held upon a date provided in the by-laws of the corporation.

ARTICLE NINE

Duration. This corporation shall have perpetual existence.

ARTICLE TEN

Amendments to Articles. Amendments to these articles may be made after ten (10) days' written notice to all members, by a majority of the members voting at a regular meeting or at a special meeting called to consider amendments, so long as such amendments do not change its nonprofit, tax exempt status, and as long as such amendments contain only such provisions as are lawful under Title 30, Chapter 3, Idaho Code.

ARTICLE ELEVEN

Incorporators. The names and addresses of the incorporators are:

	NAME	ADDRESS
1.	Susan R. Price	1221 Powell Road St. Maries, Idaho
2.	Jack A. Buell	318 Highland Drive St. Maries, Idaho
3.	Ralph Papenfuhs	428 Ninth Street St. Maries, Idaho
4.	Beverly Vallard	Parker Pass St. Maries, Idaho
5.	Bonnie Adams	428 Ninth Street St. Maries, Idaho
6.	Sharon Kirts	Rt. 4 St. Maries, Idaho

EXECUTED in duplicate this 30th day of
April, 1989.

Susan R. Price
Jack A. Buell
Ralph Papenfuhs
Beverly Vallard
Bonnie Adams
Sharon R. Kirts