

FILED
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STATE OF IDAHO

ARTICLES OF INCORPORATION
GEM COMMUNITY CITIZEN'S PROJECTS GROUP INC.

1. Organization and Purpose

The undersigned have associated and do hereby associate themselves together for the purpose of forming a corporation under the Nonprofit Corporation Act of the State of Idaho, the purpose of which corporation shall be to organize volunteer citizens groups and the community at large to maximize the benefits of the GEM Community Certification; to enhance the quality of life in the community of Hayden, Idaho, and for all lawful purposes in which a nonprofit corporation may engage under the laws of the State of Idaho.

2. Name

The name of the Corporation shall be GEM COMMUNITY CITIZEN'S PROJECTS GROUP, INC.

3. Registered Office and Agent

The registered office of the corporation shall be 8884 N. Government Way, Ste. D., Hayden ID 83835, and the registered agent at that location shall be Richard Kuck, Attorney at Law. The registered address and agent may be changed as the GCCPG, Inc. Executive Board shall from time to time designate. A copy of the incorporation shall be filed with the city Clerk of Hayden, Idaho. The secretary of the corporation shall cause the appropriate notice to be given to the Idaho Secretary of State if the registered address or registered agent of the corporation is changed.

4. Voting Rights

The corporation shall be non-stock and no dividends or pecuniary profits shall be declared to the members of the corporation. The corporation shall have voting and non voting members as defined in the GCCPG, Inc. bylaws.

An applicant may be admitted to more than one membership class, provided however, that no applicant shall be admitted to more than one membership in any class or combination of classes, unless the applicant independently satisfies the requirement of each additional membership class.

5. Executive Board

5.1 The executive board shall consist of appointed and elected officers as set forth in the GCCPG, Inc. bylaws.

ARTICLES OF INCORPORATION - 1

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5.2 The elected officers of the corporation shall be one or more Vice Chair or Vice President, the Recording Secretary, Treasurer, and Correspondence Secretary. The Recording Secretary and Treasurer positions may be held by the same person. Other offices may be established by the executive Board pursuant to procedures to be established in the bylaws of the corporation.

6. Duties of Officers

6.1 The principal duties of the elected officers shall be as set forth in the bylaws of the corporation.

6.2 The above mentioned officers shall perform such duties as shall from time to time be imposed or required or as may be prescribed from time to time in the bylaws.

7. Expulsion of Members

The methods and conditions upon which members shall be accepted and discharged or expelled shall be as set forth in the bylaws of the corporation.

8. Amendments to Articles

These articles may be amended as set forth in the bylaws of the corporation.

9. Initial Executive Board

9.1 The number and terms of the Executive Board shall be as established from time to time in the bylaws of the corporation, but in no event shall the Executive Board consist of fewer than five (5) persons and more than fifteen (15) persons. An Executive Board member may hold more than one position, provided however, that the person independently satisfies the requirement of each additional position and shall exercise only one vote.

9.2 The initial Executive Board shall consist of the eight incorporators and they shall serve until their successors are appointed or elected.

10. Distribution of Assets Upon Dissolution

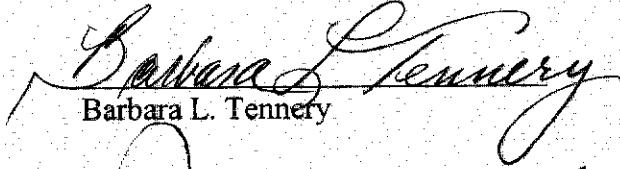
Upon the dissolution of the corporation, each physical asset of the corporation shall be distributed to the member or party who contributed the asset; in the event that the member or party who contributed a physical asset cannot be ascertained, or in the event that an asset is purchased by the corporation, then upon dissolution, the asset shall be sold by the corporation and the proceeds of the sale distributed to a non profit corporation located within the Gem Community area, to be decided upon by a vote of current membership.

11. Incorporators / DIRECTORS

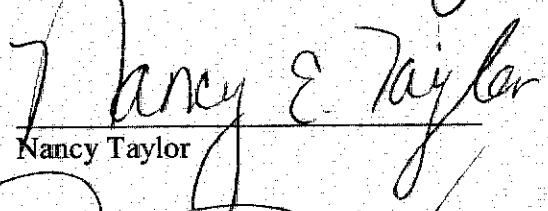
The names and address of the incorporators are:

1. Executive Director: Barbara L. Tennery, 228 E. Miles, Hayden ID 83835.
2. Co-Director: Nancy Taylor
3. Recording Secretary: Judy Sampson, 10791 N. Oak St., Hayden ID 83835.
4. Correspondence Secretary: Cheryl Hurley Peterson, 1077 Heron Ave., Hayden ID 83835.
5. Treasurer: Brian Winnick, 11550 Eastshore Dr., Hayden Lake ID 83835
6. 1st Vice-CHAT Advisory Committee: Nancy Zaborski, 1094 Lacey Ave., Hayden ID 83835.
7. The Citizens Voice: Marsha Olenslager, 10167 Justin Court, Hayden ID 83835.
8. Projects Coordinator: Reid Ahlf, 2995 W. Lake Forest Dr., Hayden ID 83835.

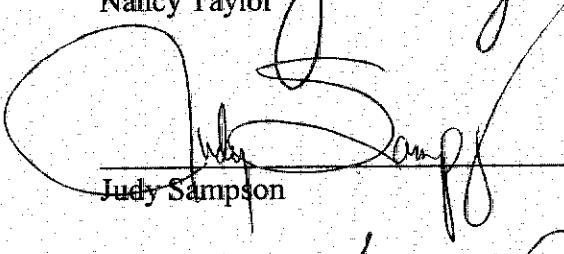
Dated this 10th day of November, 1999.



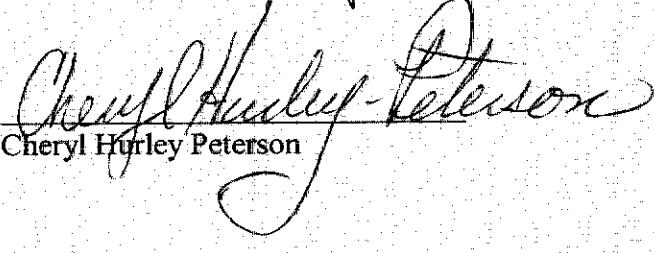
Barbara L. Tennery



Nancy Taylor



Judy Sampson



Cheryl Hurley Peterson

Brian Winnick
Brian Winnick

Nancy Zaborski
Nancy Zaborski

Marsha Olenslager
Marsha Olenslager

Reid Ahlf
Reid Ahlf