

**AMENDED ARTICLES OF INCORPORATION  
OF  
CLEARWATER ECONOMIC DEVELOPMENT ASSOCIATION, -FILED-**

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The undersigned, in order to convert a previously existing Social Welfare Organization into an exempt charitable organization under Section 501 (C) (3) of the Internal Revenue Code and the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code, hereby executes the following Amended Articles of incorporation:

**ARTICLE 1: NAME**

The name of the corporation is Clearwater Economic Development Association, Inc.

**ARTICLE 2: DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE 3: PURPOSE**

The purpose for which this organization is formed is: to foster and leverage cooperation among local government, businesses, and community leaders in rural north central Idaho and improve the lives of the people who live there. The organization is organized for charitable, educational, scientific, and other exempt purposes under section 501 (C) (3) of the Internal Revenue Code along with any other lawful activity.

**ARTICLE 4: REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is 1626 6th Ave. N, Lewiston, Idaho 83501 and the registered agent at such address is Christine Frei.

**ARTICLE 5: BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation.

**ARTICLE 6: DIRECTORS**

The number of Directors of the corporation shall be determined in the manner provided in the Bylaws and may be increased or decreased from time to time in the manner provided therein. The current directors are as follows:

Steven Greenfield	Chair	1900 19 <sup>th</sup> Ave Lewiston, ID 83501
Steve Bateman	Vice Chair	PO Box 367 Nezperce, ID 83543
Denis Duman	Director	PO Box 431 Cottonwood, ID 83522
Greg Johnson	Director	PO Box 125 Kamiah, ID 83536
Kathie LaFortune	Director	PO Box 8068 Moscow, ID 83843
Mike Ryan	Director	PO Box 586 Orofino, ID 83544
Don Beck	Director	1225 Idaho Street, Lewiston ID 83501
Bob West	Director	PO box 456 Kamiah, ID 83536
Victoria Scalise	Director	PO Box 463 Lewiston, ID 83501

Tate Smith	Director	500 8 <sup>th</sup> Ave Lewiston, ID 83501
Robert Smith	Director	875 Perimeter Drive Moscow, ID 83844
Melinda Davis	Director	875 Perimeter Drive Moscow, ID 83844
Kermit Mankiller	Director	17825 Nez Perce Rd Lewiston, ID 83501
Helen LeBoeuf	Director	347 Reservoir Drive Lewiston, ID 83501
Jack Duman	Director	PO Box 62 Cottonwood, ID 83522
Ged Randall	Director	919 Grelle Ave Lewiston, ID 83501
David Brown	Director	PO Box 525 Potlatch, ID 83855
Bruce Larson	Director	908 Port Drive Clarkston, WA 99403
Jeff Ober	Director	500 8 <sup>th</sup> Ave Lewiston, ID 83501
Ryan Smathers	Director	PO Box 312 Orofino, ID 83544
Gina Taruscio	Director	PO Box 9464 Moscow, ID 83843

**ARTICLE 7: LIMITATION OF DIRECTOR LIABILITY**

To the full extent that the Act permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a Director.

**ARTICLE 8: FORMAL MEMBER ORGANIZATION**

This Corporation shall be organized as a Member Organization wherein Members shall be required to pay membership dues in order to participate in the internal affairs of the Corporation and shall support the philanthropic purposes of the organization. Members do not and shall not acquire an ownership interest in the Organization and its assets and membership shall not be a requirement for the receipt of services.

**ARTICLE 9: LIMITATIONS**

The corporation shall not have or issue shares of stock. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no partner member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation.

Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by either (a) an organization exempt under Section 501 (c) (3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended or, (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code as it now exists or may hereafter be amended.

**ARTICLE 10: DISSOLUTION**

Upon dissolution of the Corporation, all assets of the Corporation, after all debts and obligations have been satisfied, shall be distributed to such related organization or organizations as the Board of Directors may designate and which shall be organized and operated exclusively for charitable, educational, religious or scientific purposes and at the

time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as it now exists or may hereafter be amended.

**ARTICLE 11: AMENDMENT TO ARTICLES OF INCORPORATION**

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

**ARTICLE 12: INCORPORATOR**

The name and address of the incorporator of the corporation is:  
Christine Frei, 1626 6th Ave. N, Lewiston, Idaho 83501.

DATED: 9/30/19

Christine Frei, PCED

  
EXECUTIVE DIRECTOR