

**ARTICLES OF INCORPORATION
OF
CANYON COUNTRY NON-PROFIT CORP.**

FILED/EFFECTIVE
06 JUN - 8 AM 8:41
STATE OF IDAHO

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be **Canyon Country Non-Profit Corp.**

**ARTICLE II
NON-PROFIT STATUS**

The Corporation is a non-profit Corporation.

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual.

IDAHO SECRETARY OF STATE

06/08/2000 09:00

CK: 886 CT: 132113 DH: 324581

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C/34367

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office is Creason, Moore, Dokken & McIntosh, P.L.L.C., 1219 Idaho Street, P.O. Drawer 835, Lewiston, Idaho 83501, and the name of the initial registered agent at this address is Tod D. Geidl.

**ARTICLE V
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To create a community chest and fund that is organized and operated exclusively for religious, charitable, scientific, literary and educational purposes, including testing for public safety within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making

of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

B. Specifically to provide services and resources to the significant number of persons currently affected by unemployment in the region of North Central Idaho. Furthermore, the Corporation will provide services and resources to abate certain public health risks, including, but not limited to, the improvement of water quality in North Central Idaho. Furthermore, the Corporation will provide services and resources to both public and private schools to improve the educational opportunities for residents of North Central Idaho. Furthermore, the Corporation will provide programs and donate resources to address social welfare issues facing children and the elderly in North Central Idaho. Notwithstanding the foregoing, the Corporation may operate to further any of the purposes as defined and described in Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or anything of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a Corporation formed under the Idaho Non-Profit Corporation Act, or any amendment thereto or substitute therefore, may, not at that time, lawfully carry on or perform.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. 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 (including the publishing or distribution of statements) 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 not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have no members as authorized by Idaho Code § 30-3-36.

ARTICLE VIII BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the discretion of its Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are as follows:

NAME**ADDRESS**

Erica Booze	Main Street, #121, White Bird, ID 83554
Richard Eller	P.O. Box 10769, Fairbanks, AK 99710
Terry Eller	P.O. Box 10769, Fairbanks, AK 99710
Dallas Robbinet	HCO1 Box 119, White Bird, ID 83554
Millie Robbinet	HCO1 Box 119, White Bird, ID 83554
Todd Booze	P.O. Box 10769, White Bird, ID 83554

**ARTICLES IX
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is as follows:

NAME**ADDRESS**

Erica Booze	540 Rayburn Drive, P.O. Box 10769 Fairbanks, AK 99710
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ARTICLE XI BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Furthermore, the Corporation shall indemnify any officer, director, employee or agent who was or is a party or is threatened to be made a party to any threatened, pending

or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him, in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

DATED This 30th day of May, 2000.


Erica Booze, Incorporator