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State of Idaho

Department of State

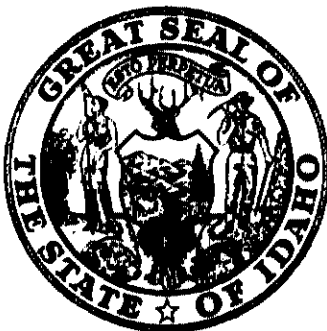
CERTIFICATE OF INCORPORATION OF

CENTRAL IDAHO INTERPRETIVE MUSEUM & VISITORS CENTER, 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 CENTRAL IDAHO INTERPRETIVE MUSEUM & VISITORS CENTER, 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: January 8, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Hoken

Corporation Clerk

ARTICLES OF INCORPORATION
CENTRAL IDAHO INTERPRETIVE MUSEUM & VISITORS CENTER, INC.
A NON-PROFIT CORPORATION

RECEIVED
SEC. OF STATE

I

The name of the Corporation shall be Central Idaho Interpretive Museum & Visitors Center, Inc. 92 JAN 18 AM 8 41

II

The Corporation shall be a non-profit membership corporation.

III

The period of duration of the Corporation shall be perpetual.

IV

The Corporation is organized exclusively for educational, and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code as the same now is and as it may be hereafter amended, supplemented, or replaced. The Corporation shall undertake to create and maintain and operate a high quality museum and interpretive center for the natural, anthropological, and economic history of the Idaho Heartland Area, from earliest known times; to protect and preserve the historic Southern Idaho Timber Protective Association site and buildings in McCall, Idaho, and integrate them into the museum and interpretive center; to provide visitors with information about the Heartland, and to provide art and books on Idaho; and to explore and provide if appropriate in the judgment of the directors a location for the development of the arts and humanities and for community meetings. All of the foregoing purposes are intended to lessen the burdens of government and to contribute to education and knowledge in and of west central Idaho.

The Corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the Corporation or to its Members. Any income received by the Corporation, such as through sale of souvenirs to visitors, or from tenants or concessionaires, or through receipt of donations from visitors to the facilities shall be applied only to the nonprofit purposes and objectives of the Corporation, such as maintenance, operating expenses, repairs, replacements, and the expansion of facilities and exhibits.

In pursuit of these purposes the Corporation shall have all powers permitted by I. C. 30-303 and I. C. 30-1-4, as the same may hereafter be amended, to the extent consistent with Section 501(c)(3) of the Internal Revenue Code and permitted to corporations donations to which are deductible by the donor under Section 170 of such Code.

V

The Corporation's registered office is 706 North First Street, McCall, Idaho 83638. The Registered Agent shall be Edward G. Burton, of such address, and P. O. Box 1066, McCall, Idaho 83638.

VI

The Corporation shall be managed by a Board of Directors, elected by the Regular Members, having seven members unless the number of such Directors shall be changed by the By-Laws. Two Directors shall be elected each year; an additional director for a total of three shall be elected every third year; the term of office of an elected Director shall be for three years and until a successor is elected. The initial Board of Directors consists of:

Dennis Coyle
P. O. Box A
McCall, ID 83638

Corki Onweiler
P. O. Box AU
McCall, ID 83638

Linda Holden
P. O. Box 1731
McCall, ID 83638

Larry Smith
P. O. Box 1065
McCall, ID 83638

Veto J. LaSalle
P. O. Box 1353
McCall, ID 83638

Gayle A. Wilde
P. O. Box 984
McCall, ID 83638

Edward G. Burton
P. O. Box 1538
McCall, ID 83638

Such Directors shall draw straws to determine which two shall serve until a successor is elected in 1992, which two until a successor is elected in 1993, and which three until a successor is elected in 1994. No Director or Officer of the corporation may be involuntarily removed from office except by a resolution which appoints a successor to fill what would otherwise be the resulting vacancy.

VII

The name and address of the Incorporator of the Corporation is Valley County Unified Economic Development, Inc., P. O. Box 4298, McCall, Idaho 83638

VIII

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 or intervene in, including the publishing or distribution of statements of, any political campaign on behalf of any candidate for public office. The Corporation may work to obtain administrative or legislative action to the extent necessary and proper for its purposes, such as acquisition of the SITPA site from the Idaho Department of Lands.

IX

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by corporations exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code and donations to which are deductible by the donor under Section 170 of such Code, as the same may be amended, supplemented, or replaced; Provided, that if the Congress shall adopt tax legislation which eliminates tax exemptions or eliminates charitable deductions for charitable, educational, and scientific organizations, the Corporation may continue to maintain and operate the a museum and interpretive center, and otherwise to engage in related historical investigation, education, and preservation.

X

Upon dissolution of the Corporation, the Board of Directors after paying or making provisions for the payment of all of the liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation exclusively for the educational, charitable, and scientific purposes of the Corporation in the area of historic knowledge.

XI

The Corporation is a membership corporation. The By-Laws shall establish two classes of membership, Regular and Associate, based upon the age of the Member and the desire of the member to participate in control. The Associate Membership includes minors, the dues for which shall be set in the light of economic circumstances generally affecting school children. Regular Membership includes adults, and other corporations or associations. The Corporation may limit membership to those who are in sympathy with its purposes. The By-Laws shall fix the initial amount of the dues for each class of membership.

XII

The Corporation shall annually determine a budget, determine the amount thereof which it will be necessary to raise from dues and donations, and recommend to the Regular Members any necessary or permissible upwards or downwards adjustment to the dues. The budget shall include a reserve for repairs and replacements. The Corporation shall be managed on a fiscally sound basis, including the preparation and maintenance of a comprehensive set of books of account prepared in accord with generally accepted accounting principles. The books shall be audited annually by an independent Certified Public Accountant, and the books and the audits shall be available to public review during normal business hours upon reasonable written request made in advance. The Corporation shall be entitled to have a representative present during any such review.

XIII

The initial By-Laws shall be adopted by the Directors. The power to amend the By-Laws, once first adopted by the Board of Directors, shall reside in the Regular Membership.

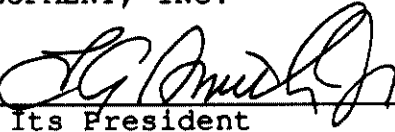
XIV

A quorum for a meeting of the Membership shall be 35% of the Regular Membership. In the event that a quorum cannot be obtained, despite two attempts in good faith to schedule a meeting at which a quorum might be present, the Board of Directors shall be empowered by election conducted within the Board to fill a vacancy in the Board of Directors which would result from the expiration of term of the office of the Director whose successor would have been elected by the Membership at the meeting which has not occurred for lack of a quorum.

DATED: January 2, 1992

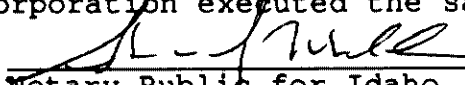
VALLEY COUNTY UNIFIED ECONOMIC
DEVELOPMENT, INC.

by:


Its President

State of Idaho)
) ss.
County of Valley)

On this 3rd day of January, in the year 1992, before me, STEVEN J. MILLEMAN, Notary public, personally appeared Larry Smith, known or identified to me to be the President of Valley County Unified Economic Development, Inc., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.


Notary Public for Idaho

My commission expires: 5/31/96

These Articles of Incorporation prepared by:

Edward G. "Ted" Burton
of Edward G. Burton, a Professional Corporation
Millemann & Pittenger
McCall, Idaho