



CERTIFICATE OF INCORPORATION  
OF

ROSE LAKE IMPROVEMENT ASSOCIATION, INC.

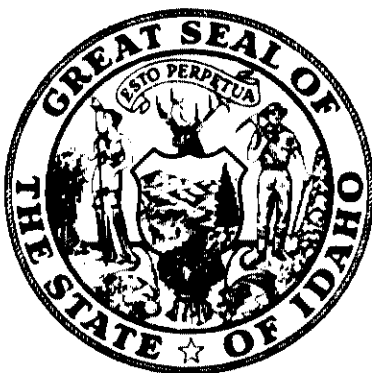
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

ROSE LAKE IMPROVEMENT ASSOCIATION, 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 \_\_\_\_\_ April 10 \_\_\_\_\_, 19 89 \_\_\_\_\_



*Pete T. Cenarrusa*

SECRETARY OF STATE

*James T. Clark*  
Corporation Clerk

ARTICLES OF INCORPORATION OF  
ROSE LAKE IMPROVEMENT ASSOCIATION, INC.

FEB 17 1964

ARTICLE I

The name of this corporation is the ROSE LAKE IMPROVEMENT ASSOCIATION, INC.

ARTICLE II

Pursuant to I.C. 30-308, this corporation shall have one (1) class of members. The manner of election or appointment of such members and the qualifications and rights of the members shall be set forth in the Bylaws. A Certificate of Membership shall be provided to each member in good standing.

ARTICLE III

The period of duration of this corporation shall be perpetual.

ARTICLE IV

This corporation shall be a nonprofit corporation.

ARTICLE V

This corporation is formed and organized to pursue the improvement of the water quality of Rose Lake and the Rose Lake watershed, as well as to improve the general quality of the environment in and around the Rose Lake, Idaho area. In order to accomplish such purposes, the corporation may engage in educational, scientific, social or political functions and activities. In furtherance of these purposes, the corporation

shall have all powers granted to corporations generally, as well as those powers specified in I.C. 30-307.

#### ARTICLE VI

The address of the registered office and the name of the corporation's registered agent and principal organizer at such address is as follows:

NAME: Helen Gaylord

STREET ADDRESS: 505 W. Riverside Ave., Kellogg, ID 83837

POST OFFICE ADDRESS: P.O. Box 261, Kellogg, ID 83837

#### ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members 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 herein.

#### ARTICLE VIII

Meetings of members of the corporation shall be held at such place, either within or without this State, as may be provided in the Bylaws. An annual meeting of the members shall be held at such time and at such place as may be provided in the Bylaws. The directors of the corporation shall be elected at such annual meeting of the members.

#### ARTICLE IX

Assessments may be levied upon all members of the corporation and the board of directors is hereby authorized to fix the amount thereof, from time-to-time, and make them payable at such times or intervals, and upon such notice, and by such method as the directors may prescribe. Assessments shall be made enforceable only by forfeiture of membership upon notice given in writing twenty (20) days before commencement of such forfeiture.

#### ARTICLE X

This corporation may be dissolved in the manner as prescribed by the laws of the State of Idaho. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, as to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws), as the Board of Directors shall determine. 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 is then located, exclusively for such purposes or to such organization(s), as said court shall determine.

#### ARTICLE XI

This corporation shall be formed without capital stock.

#### ARTICLE XII

The corporation membership reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by the laws of the State of Idaho and all rights conferred are subject to this reservation.

#### ARTICLE XIII

The voting rights of the members shall be on the basis of one (1) vote per member. Such shall apply to voting on each matter submitted to a vote at a meeting of the members. A member shall vote in person.

#### ARTICLE XIV

The membership of the corporation shall have the full power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws in the manner prescribed by statute.

#### ARTICLE XV

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed and may be amended by the members in the Bylaws, but the number of the Board of Directors, as initially and now constituted, shall be thirteen (13) and they shall serve until their successors are duly elected and qualified, and their names and post office addresses are as

follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
1. <u>John Reynolds</u>	<u>405 W. Mullan</u> <u>Kellogg, ID 83837</u>
2. <u>John Hinkemeyer</u>	<u>E. 8310 LaCrosse</u> <u>Spokane, WA 99212</u>
3. <u>Helen Gaylord</u>	<u>505 W. Riverside</u> <u>Kellogg, ID 83837</u>
4. <u>Gertrude Lyons</u>	<u>220 E. Market</u> <u>Kellogg, ID 83837</u>
5. <u>Brad Branson</u>	<u>23151 Highway 3</u> <u>Cataldo, ID 83810</u>
6. <u>Gene Ellingsen</u>	<u>P.O. Box 57</u> <u>Cataldo, ID 83810</u>
7. <u>Wayne Goodson</u>	<u>22620 No. Doyle Rd.</u> <u>Cataldo, ID 83810</u>
8. <u>Bruce Hickey</u>	<u>P.O. Box 1</u> <u>Kellogg, ID 83837</u>
9. <u>Gerene Jacobs</u>	<u>E. 11404 18th</u> <u>Spokane, WA 99206</u>
10. <u>Dave Leeds</u>	<u>E. 23500 Park Rd.</u> <u>Cataldo, ID 83810</u>
11. <u>Marvin Moore</u>	<u>E. 23157 Highway 3</u> <u>Cataldo, ID 83810</u>

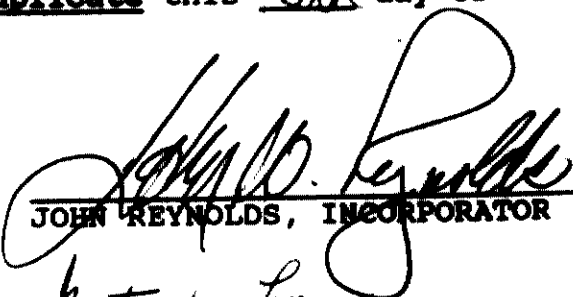
12. Chris Wellman 23125 Highway 3  
Cataldo, ID 83810

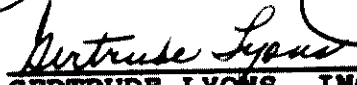
13. Barry E. Watson 524 Bank Street  
Wallace, ID 83873

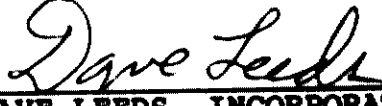
The names and addresses of the corporation's initial incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
1. <u>John Reynolds</u>	<u>405 W. Mullan</u> <u>Kellogg, ID 83837</u>
2. <u>Gertrude Lyons</u>	<u>220 E. Market Street</u> <u>Kellogg, ID 83837</u>
3. <u>Dave Leeds</u>	<u>E. 23500 Park Rd.</u> <u>Cataldo, ID 83810</u>

DATED AND EXECUTED in duplicate this 6th day of  
April, 1989.

1.   
JOHN REYNOLDS, INCORPORATOR

2.   
GERTRUDE LYONS, INCORPORATOR

3.   
DAVE LEEDS, INCORPORATOR

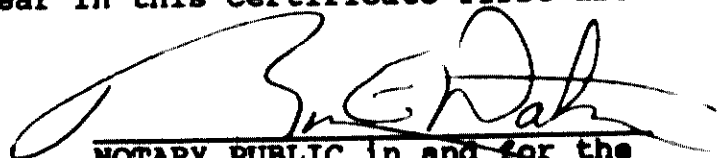
STATE OF IDAHO )

)ss.

County of Shoshone )

On this 6th day of April, 1989, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared JOHN REYNOLDS, GERTRUDE LYONS, and DAVE LEEDS, known to me to be the person(s) that executed the within and foregoing document, and acknowledged to me that such person(s) executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
NOTARY PUBLIC in and for the  
State of Idaho residing at  
Wallace therein.