



CERTIFICATE OF INCORPORATION
OF

CARTEL, INC.

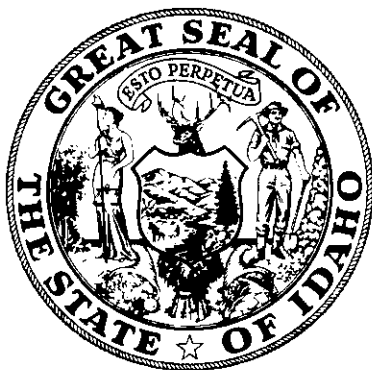
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CARTEL, 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 October 24, _____, 19 85 .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

CARTEL, INC.

RECEIVED
OCT 28 1918

The undersigned, being adult citizens of the United States and residents of the State of Idaho, do hereby voluntarily associate ourselves for the purpose of forming a non profit corporation under the provisions of Chapter 3, Title 30, Idaho Code, and amendments thereto. We hereby certify, adopt and set for the Articles of Incorporation of CARTEL, Inc., as follows:

ARTICLE I.

Name

The name of this non profit corporation is CARTEL, Inc.

ARTICLE II.

Location and Post Office Address

The street address of the initial registered office of the corporation is 12640 Hartford Avenue, Orofino, Clearwater County, Idaho; and the mailing address of the registered office of the corporation is 12640 Hartford Avenue, Orofino, Idaho 83544.

ARTICLE III.

Registered Agent

The initial registered agent of the corporation is Judy Cuddy, 12640 Hartford Avenue, Orofino, Idaho 83544.

ARTICLE IV.

Duration

The term of existence of this corporation shall be perpetual from the time of the filing of the Articles of Incorporation in the office of the Secretary of State of Idaho.

ARTICLE V.

Purposes

The purposes of the corporation are to promote social welfare among the youth of Orofino and Clearwater County, Idaho, and to combat juvenile delinquency and to perform such other purposes and powers that may be performed and held by non profit corporations pursuant to the laws of Idaho.

ARTICLE VI.

Capital and Membership

A. This corporation shall not have capital stock, but its capital shall be represented by membership certification.

1 B. There shall be two (2) classes of membership: adults nineteen
2 (19) years of age and older and students consisting of persons under the age
3 of nineteen (19) whether or not they are enrolled in a school. The board of
4 directors may establish any number of sub-classes within each class. Member-
5 ship fees shall be determined by the board of directors.

6 C. This corporation is organized as a non profit corporation for
7 the mutual benefit of its members and consequently shall not pay dividends
8 on capital. After all expenses of the corporation have been paid and reason-
9 able reserves as determined by the board of directors have been set aside, the
10 net earnings of the corporation shall be accumulated for such purposes as the
11 board of directors may determine to be in the best interests of the corporation.

12 ARTICLE VII.

13 Directors

14 The corporation shall have at least three (3) directors who shall
15 at all times be citizens of the United States. The directors must be members
16 of the corporation and the number of directors from one class shall not
17 exceed the number of directors from the other class by more than one (1).
18 The names and addresses of the initial members of the board of directors
19 who shall manage the business of the corporation until the first annual
20 meeting of the corporation shall be as follows:

21 Jo Moore	4232 Old Ahsahka Grade Ahsahka, Idaho 83520
22 Judy Cuddy	12640 Hartford Avenue Orofino, Idaho 83544
23 Tom Farley	12170 Hartford Avenue Orofino, Idaho 83544

24 ARTICLE VIII.

25 Names and Addresses of Incorporators

26 The name and address of each of the incorporators is:

27 Jo Moore	4232 Old Ahsahka Grade Ahsahka, Idaho 83520
28 Judy Cuddy	12640 Hartford Avenue Orofino, Idaho 83544
29 Tom Farley	12170 Hartford Avenue Orofino, Idaho 83544

ARTICLE IX.

Provisions for By-Laws

The corporation shall be governed by by a duly adopted code of by-laws which shall not be inconsistent with these Articles or inconsistent with the laws of Idaho. The meetings of the members of the corporation shall be held and the by-laws shall be adopted in accordance with the laws of Idaho, subject only to the issuance of the Certificate of Incorporation by the Secretary of State.

ARTICLE X.

Amendment of Articles

These Articles of Incorporation may be amended by the minimum vote required by the laws of the State of Idaho of the members of the corporation at any regular meeting or at a special meeting called for the purpose by a majority of the board of directors after thirty (30) days written notice to all members, which notice shall be in conformance with the statutes of the State of Idaho.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators of CARTEL, Inc., have executed these Articles of Incorporation this 17th day of October, 1985.

Jo Moore
Jo Moore
Judy Cuddy
Judy Cuddy
Tom F. Farley
Tom Farley

STATE OF IDAHO)
)
County of Clearwater)

On this 17th day of October, 1985, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Jo Moore, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she 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.

Cindy Suley
Notary public in and for the State of
Idaho, residing at Orofino, therein

1 STATE OF IDAHO)
2 County of Clearwater)

3 On this 17th day of October, 1985, before me, the undersigned, a
4 notary public in and for the State of Idaho, personally appeared Judy Cuddy,
known to me to be the person whose name is subscribed to the within instrument
and acknowledged to me that she executed the same.

5
6 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.

7
8 Cindy Seely
Notary public in and for the State of
Idaho, residing at Orofino, therein

10 STATE OF IDAHO)
11 County of Clearwater)

12 On this 17th day of October, 1985, before me, the undersigned, a
13 notary public in and for the State of Idaho, personally appeared Tom Farley,
known to me to be the person whose name is subscribed to the within instrument
and acknowledged to me that he executed the same.

14
15 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.

16
17 Cindy Seely
Notary public in and for the State of
Idaho, residing at Orofino, therein

18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34