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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

VALLEY COUNTY ECONOMIC DEVELOPMENT COUNCIL, INC.

(An Idaho Non-Profit, Non-Stock Corporation)

I, the undersigned, in order to form a non-profit non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act ("Act"), as amended, do hereby certify as follows:

ARTICLE 1. NAME.

The name of the corporation (the "Corporation") is: VALLEY COUNTY ECONOMIC DEVELOPMENT COUNCIL, Inc.

ARTICLE 2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation in the State of Idaho is to be situated at 313 Village Drive, Tamarack Resort, Tamarack, Idaho 83615, County of VALLEY and the name of its registered agent at such address is DAVID PAPIEZ.

ARTICLE 3. PURPOSES AND POWERS.

3.1. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized to engage in such exclusively charitable, scientific, and educational activities as shall qualify it for exemption from taxation under Section 501(a) of the Code, or any successor section or statute of similar import, as an organization described in Section 501(c)(3) of the Code. In furtherance but not in limitation of the foregoing, the Corporation exists to restore the health and productivity of Valley County, its human and natural environments, by advancing projects that provide economic opportunity through grants to further agricultural, technical, scientific, educational, activity and to provide citizens, businesses, and local

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governments and their communities with profitable, job-creating businesses and enhanced governmental activities and operations, specifically for the following additional purposes in Valley County: Relief of the poor, the distressed, or the underprivileged, advancement of education or science (or both), erection or maintenance (or both) of public buildings, monuments, or works, lessening the burdens of government, lessening of neighborhood tensions, elimination of prejudice and discrimination, combating community deterioration and juvenile delinquency.

3.2. As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

3.3. Notwithstanding any other provision of these Articles of Incorporation:

A. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code;

B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, member, employee or member of a committee of, or person connected with, the Corporation or any other private individual (other than an individual who is a member of a charitable class of the type that the Corporation is organized to support); provided, however, that the foregoing limitation shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes or an amount representing the fair market value of property purchased by the Corporation;

C. In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, member, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed only to such other organizations as shall then qualify under Section 501(c)(3) of the Code as the directors of the Corporation shall in their discretion determine;

D. Except to the extent permitted by the Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

E. During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Code, the Corporation, in accordance with the

following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code; (b) not engage in any act which is subject to tax as self-dealing under Section 4941 of the Code; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943 of the Code; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (e) not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

ARTICLE 4. INCORPORATOR.

4.1. The name and mailing address of the incorporator are as follows:

David Papiez
311 Village Drive, PMB 3026
Tamarack, ID 83615

4.2. The powers of the incorporator are to terminate upon the completion of the formation of the Corporation. The incorporator shall adopt articles and similar instruments and name the initial directors.

ARTICLE 5. DIRECTORS.

5.1. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors are as follows:

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|------------------|--|
| Scotty Davenport | Cascade Chamber of Commerce 101 South Main Street PO Box 571 Cascade, ID 83611-0571 |
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|---------------------|--|
| Rob Terry | Mayor, City of Cascade 105 South Main Street PO Box 649 Cascade, ID 83611 |
| David Carry | McCall Area Chamber of Commerce PO Box 2332 McCall, ID 83638 |
| Bill Willey | Commissioner, Valley County PO Box 1350 Cascade, ID 83611 |
| Donald C. Bailey | Mayor, City of McCall 216 East Park Street McCall, ID 83638 |
| David P. Papiez | Tamarack Resort LLC 311 Village Drive, PMB 3026 Tamarack, ID 38615 |
| Karla Miller | PO Box 1927 McCall, ID 83638 |
| Kenneth W. Minshall | Councilman, City of Donnelly PO Box 725 Donnelly, ID 83615 |

5.2. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Act, as the same may be amended and supplemented from time to time.

5.3. As may be further specified in the Bylaws, the Directors shall represent a diverse sampling of Valley County, with the following as examples that are neither inclusive nor exclusive: local governments, local educational institutions, local businesses, citizens at large and local organizations who are primarily organized for relief of the poor, the distressed, or the underprivileged, advancement of education or science (or both), erection or maintenance (or both) of public buildings, monuments, or works, lessening the burdens of government, lessening of neighborhood tensions, elimination of prejudice and discrimination, combating community deterioration and juvenile delinquency.

5.4. Designated Directors. The following units of Local Government shall have the prerogative of each designating one director:

- a. Valley County
- b. City of Cascade
- c. City of Donnelly
- d. City of McCall

5.5. Method of Designation. Designation shall be determined as provided in the Bylaws.

5.6. Number. Unless otherwise determined in accordance with the Bylaws, there shall be no less than seven and no more than thirteen directors.

ARTICLE 6. MEMBERS.

6.1. The Corporation shall have no members.

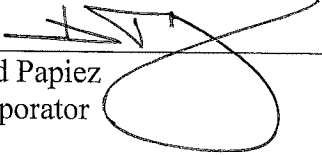
ARTICLE 7. NO STOCK.

7.1. The Corporation shall not have authority to issue any capital stock.

ARTICLE 8. INTERNAL REVENUE CODE.

8.1. All references in this Certificate of Incorporation to the Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any amendments adopted from time to time, or corresponding provisions of any future internal revenue law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I affirm the same as my act and deed effective this 2 day of ~~NOVEMBER~~, 2013.
DECEMBER



David Papiez
Incorporator