

ARTICLES OF INCORPORATION OF
UPPER CLEARWATER COMMUNITY FOUNDATION, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") adopt the following Articles of Incorporation ("Articles").

Article I. Name

The name of the Corporation is UPPER CLEARWATER COMMUNITY FOUNDATION, INC., ("Corporation").

Article II. Nonprofit Status

This is a non-profit corporation.

Article III. Period of Duration

The period of its duration is perpetual.

Article IV. Registered Office and Agent

The location of the Corporation is in the Counties of Idaho & Lewis, State of Idaho. The address of the initial registered office is HC 11 Box 72E-1 (12 miles north Glenwood Rd) Kamiah, Idaho 83536, and the name of the initial registered agent at this address is Helen C. Hadley.

Article V. Purposes

The general purpose of the Corporation, is to identify, promote, and fund actions and projects which provide continuing community improvement in quality of life and economic vitality, and which are consistent with community values. The identified community values include:

1. Family centered activities
2. Well maintained public recreation facilities
3. Well maintained infrastructure
4. An attractive community image
5. Effective programs to eliminate substance abuse and fight poverty
6. Excellent youth programs
7. High quality educational opportunities for youth and adults
8. Up to date technology to support business growth, new jobs and entrepreneurs
9. Growth of a sustainable and vibrant economy that builds on the natural beauty of the areas and adds value to local resources
10. Celebrating both the rich Nez Perce culture and the western community heritage

11. Working collaboratively with the two cultures to achieve Kamiah's vision and goals
12. Welcoming visitors and tourists to heritage and cultural events
13. Encouraging fresh, new and innovative ideas

Charitable, educational, and/or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501 (c) (3).

To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein 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 Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

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 above. No substantial part of the activities of the Corporation shall be for 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 provisions 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 taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII. Members

This corporation shall have no members or shareholders.

Article VIII. Board of Officers

The affairs of the Corporation shall be managed by its Board of Officers. The number of Officers serving on the Board shall be fixed in accordance with the Corporation's Bylaws. Other than the Officers constituting the initial Board , who are designated below, the Officers shall be elected 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 are:

Angie Massey, HC 11, Box 13-A, Kamiah, Idaho 83536
Helen Hadley, HC 11 Box 72 E-1, Kamiah, Idaho 83536

Kim Berdar, Rt 2, Box 588, Kamiah, Idaho 83536
Tom Oswald, 3252 Hwy 162, Kamiah, Idaho 83536
Kay Kidder, Rt. 2, Kamiah, Idaho 83536

Article IX. Distribution on Dissolution

Upon dissolution of the Corporation, the Board 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 educational organization or organizations as shall at that time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X. Incorporators

The names and addresses of each incorporator is:

Angie Massey, HC II, Box 13 A, Kamiah, Idaho 83536
Helen Hadley, HC 11 Box 72 E-1, Kamiah, Idaho 83536
Kim Berdar, Rt 2, Box 588, Kamiah, Idaho 83536
Tom Oswald, 3252 Hwy 162, Kamiah, Idaho 83536
Kay Kidder, Rt 2, Kamiah, Idaho 83536

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the ByLaws. The Board of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Officers.

Dated this 2nd day of May, 2006.

UPPER CLEARWATER COMMUNITY FOUNDATION


Angie Massey, President


Tom Oswald, Member At Large


Helen Hadley, President


Kay Kidder, Member at Large


Kim Berdar, Secretary/Treasurer