

A.B.A.T.E. OF NORTH IDAHO, INC.

ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

OF

A.B.A.T.E. OF NORTH IDAHO INCORPORATED

We the undersigned citizens of the United States, being of full legal age and residents of the State of Idaho, have this day voluntarily joined ourselves together for the purpose of forming a non-profit corporation under Title 30, Chapter 3 of the Idaho Code and Section 501 (c) (4) of the Internal Revenue Code, as the same now exists or may hereafter be amended, and do hereby adopt the following Articles of Incorporation for said corporation.

ARTICLE I NAME

The name of the corporation is, "A.B.A.T.E. of North Idaho, Incorporated", herein after referred to as "the corporation". A.B.A.T.E. stands for "American Bikers Aiming Toward Education".

ARTICLE II POWERS

The powers of the corporation shall be as follows:

A: To make and adopt bylaws, rules and regulations for the admission and suspension of its members and for their government, and for the collection of fees, dues and assessments; for the election and appointment of directors and other officers, and to define their duties; for the safekeeping of its property and interest, and from time to time to alter, repeal, rescind or vary its articles of incorporation, bylaws, rules, and regulations.

B: The corporation may accumulate money, but shall from time to time, as directed by its Board of Directors, disburse all or a portion of such money to or on behalf of persons, firms, associations, or corporations, whose primary purpose is devoted to a betterment and advancement of the civic, educational, cultural, charitable and recreational life of the State of Idaho and its environment in accordance with the laws of the State of Idaho and of the United States of America.

C: To take and hold any property, real, personal, or mixed, by bequest, , gifts, purchase, lease or otherwise, either absolutely or in trust, for and of its purposes, in so far as the same may be held by an association under the laws of Idaho and of the United States, pertaining to non-profit organizations. To convey, sell, lease, mortgage or dispose of such property, and to invest and reinvest principal and deal with and expend the income there from in such a manner as may be permitted by law and as, in the judgement of the directors, will best promote and serve the objects for which the corporation is formed.

D: To apply for and accept federal funds granted by the Congress of the United States, by executive order or by any other agency of the federal government, funds granted by any state or local government or agency thereof, as well as funds, gifts and donations from individuals and private organizations or foundation, for all or any of the purposes of the corporation.

E: To have the right to do all and everything, including the making and carrying out of any contract necessary, suitable and proper for accomplishment of any of the purposes and objectives and in furtherance of any of the powers set forth, and to do every other act or acts incidental or pertaining to or growing out of or connected with the aforesaid purposes or powers, or any part or parts thereof, provided the same are not inconsistent with the laws of the State of Idaho or the United States under which the corporation is formed.

F: Notwithstanding any permissible powers granted under the laws of the State of Idaho under which the corporation is formed nor any other provision of these Articles of Incorporation or amendments there to the corporation shall not engage in any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (4) of the Internal Revenue Code.

ARTICLE III DISSOLUTION

Upon any dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of any or all liabilities of the corporation, dispose of all its assets, exclusively for the purposes of the corporation in such manner, or to such organizations organized or operated exclusively for educational or charitable purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the Seventh Judicial District of the State of Idaho, in and for the County of Kootenai, exclusively for such purposes or to such organizations or organization as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV NON-PROFIT PROVISIONS

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 member or individual or any private corporation for profit. Nor shall any of the property, assets, or earnings of the corporation be used for any other than educational, charitable, scientific, or motorcycle rights and safety education purposes.

ARTICLE V DURATION

The period of the duration of the corporation shall be perpetual.

ARTICLE VI PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be addressed at 320 West Summit Avenue, Coeur d' Alene, Idaho, 83814 and the initial registered agent shall be Willie Stephenson. The Board of Directors shall have the right to change location and address at any time and from year to year as they may see fit, or as provided in the bylaws.

ARTICLE VII
OBLIGATIONS FOR DEBTS OF CORPORATION

The private property of the Board of Directors or the members of the corporation shall not be liable for the debts and obligations of the corporation.

ARTICLE VIII
TAX EXEMPT QUALIFICATIONS

The corporation shall apply and qualify for recognition of tax exemption under Section 501 (c) (4) of the Internal Revenue Code as it recently exists and as it may subsequently be altered or amended.

ARTICLE IX
BYLAWS

The bylaws of the corporation may be altered, amended or new bylaws adopted, at any regular or special meeting of the members of the corporation called for that purpose, by the affirmative vote of a majority of the members present at such meeting; provided that a quorum, as specified in the bylaws of the corporation, or the State of Idaho be present.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the statute at the time of the amendment.

ARTICLE XI
MEMBERSHIP

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders. The rights and interests of all members of the corporation shall be equal and no member shall have or acquire a greater interest in the corporation than any other member. Membership cards shall be issued to each member, which cards cannot be assigned so that the transference thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the bylaws may prescribe. The number and qualifications of the members, the terms and conditions of admission, the fees for admission, the assessment of dues to carry on business of the corporation, and other provisions for the regulation of internal affairs of the corporation constant with the objects of the corporation and not repugnant to the laws of the State of Idaho or of the United States, shall be provided for in the bylaws.

ARTICLE XII
ORGANIZATIONAL PURPOSE

The purpose of the corporation is to form an educational, charitable, and political group, to promote motorcycle safety, education, freedom of choice legislation and to provide a more favorable environment for motorcycle riders and the communities in which they reside.

ARTICLE XIII
DIRECTORS

The number of Directors shall not be less than three (3). The initial Board of Directors shall consist of the incorporators whose names and addresses are listed in the following article, who shall serve until their successors are elected or are appointed and qualified. The Board of Directors shall be composed of the state officers and two (2) representatives from each chapter.

ARTICLE XIV
INCORPORATORS

Willie Stephenson
320 W. Summit Ave.
Coeur d'Alene, ID 83814

Karen Hunley
320 W. Summit Ave.
Coeur d'Alene, ID 83814

Tim J. Herzog
502 East 3rd
Post Falls, ID 83854

Glen Wessel
E. 10403 Wolf Lodge Access
Coeur d'Alene, ID 83814

R. Dewain Hendren
6056 N. 4th
Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, we have hereunto subscribed our names on the day and date below written,

DATE WILLIE STEPHENSON STATE PRESIDENT

DATE TIM J. HERZOG STATE VICE-PRESIDENT

DATE KAREN HUNLEY STATE SECRETARY-TREASURER

DATE R. DEWAIN HEDREN STATE MEMBERSHIP SEC.

DATE GLEN WESSEL STATE AMBASSADOR-AT-LARGE

SUBSCRIBED AND SWORN TO ME THIS _____ DAY OF _____ 1993.