

State of Idaho

Department of State

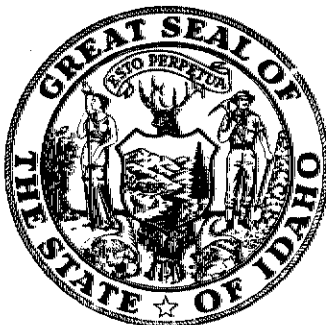
CERTIFICATE OF INCORPORATION OF

IDAHO INTERMOUNTAIN ASSOCIATION FOR SYSTEMS MANAGEMENT, INC.
File number C 117142

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 IDAHO INTERMOUNTAIN ASSOCIATION FOR SYSTEMS MANAGEMENT, 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: November 14, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lori Senack*

ARTICLES OF INCORPORATION

OF

**IDAHO INTERMOUNTAIN ASSOCIATION
FOR SYSTEMS MANAGEMENT, INC.**

Nov 14 2 18 PM '96

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, acting as incorporators of a nonprofit corporation under the laws of the state of Idaho, Title 30, Chapter 3, Idaho Code, adopt these Articles of Incorporation, for the purposes hereinafter stated:

I

The name of this corporation shall be Idaho Intermountain Association for Systems Management, Inc.

II

This corporation is a nonprofit corporation.

III

The term for which this corporation exists shall be perpetual.

IV

The location and street address of the registered office of this corporation shall be, 1020 W. Main, Suite 400, Boise, Idaho 83702, and the name of the registered agent at that address shall be Loren C. Ipsen.

V

The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific and educational as those terms are used in §501(c)(3) of the Internal Revenue Code, such objects and purpose being

(1) To promote understanding of the rapidly changing business and educational requirements for information management, including the systems, technical skills and tools available to satisfy those requirements.

(2) To provide information professionals, their business counterparts and the community as a whole a professional yet open forum to learn, teach and exchange ideas about the information profession.

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(3) To provide low-cost, high-quality educational programs and seminars focused on the need for information, systems management issues and leading edge technology.

(4) To further the exchange of professional and business knowledge.

(5) To provide support and resources for education with an emphasis on the information profession.

(6) To encourage involvement by the corporation's members in community projects that would benefit from the professional abilities of those members.

(7) To receive from any and all available sources funds for corporate purposes.

(8) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(9) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purpose but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(10) It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation and particularly federal income taxation under Section 501(c)(3) of the Internal Revenue Code, and any amendments thereto.

(11) All of the properties and assets of this corporation shall be, and are, irrevocable dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation, except as such member may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, and which is exempt from taxation and particularly the federal income tax. No substantial part of the activities of the organization shall be 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 organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(12) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumerations of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this

ARTICLES OF INCORPORATION - 2

corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code.

VI

The business of this corporation shall be managed and conducted by a Board of Directors of not less than five (5) persons, the exact number of persons to serve on such Board to be specified in the bylaws. The names and post office addresses of the initial members of the Board of Directors named by the incorporators to serve until the first election of directors are as follows:

Name	Address
Edward Lannoye	2971 Chinkapin Boise, ID 83709
Joe Hopkins	4401 Foothill Drive Boise, ID 83703
Scott Schimanski	3656 Carbondale Place Meridian, ID 83642
Pam Brady	8073 Coveyridge Lane Boise, ID 83709
Jean Stemper	7119 Ravenswood Way Boise, ID 83709

VII

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 manner, or to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors 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 or

organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

VIII


This corporation is formed without capital stock. Membership certificates may be issued to each member, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation except by approval of the board of directors and under such regulations as the bylaws may prescribe. The bylaws may provide for different classes of membership. The voting power, rights and interest of the members of each class of membership shall be prescribed by the bylaws. Membership shall be limited to those persons and entities eligible as provided in the bylaws.


IX

The names and street addresses of the incorporators hereof are as follows:

Name	Address
Edward Lannoye	2971 Chinkapin Boise, ID 83709
Joe Hopkins	4401 Foothill Drive Boise, ID 83703
Scott Schimanski	3656 Carbondale Place Meridian, ID 83642
Pam Brady	8073 Coveyridge Lane Boise, ID 83709
Jean Stemper	7119 Ravenswood Way Boise, ID 83709

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals
this 12 day of November, 1996.


Edward Lannoye


Joe Hopkins

Scott Schimanski
Scott Schimanski

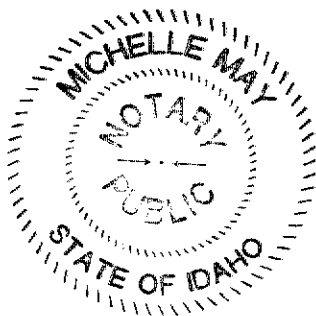
Pamela F. Brady
Pam Brady

Jean Stempa
Jean Stemper

STATE OF IDAHO)
) ss.
County of Ada)

On this ~~21~~ 11 day of November 1996, before me personally appeared EDWARD LANNOYE, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

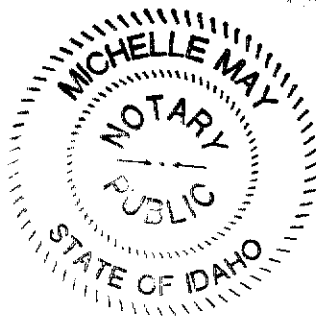


Michelle May
NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires: 4-26-02

STATE OF IDAHO)
) ss.
County of Ada)

On this 12th day of November, 1996, before me personally appeared JOE HOPKINS, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

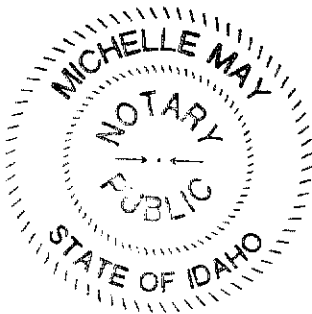


Michelle May
NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires: 4-26-02

STATE OF IDAHO)
) ss.
County of Ada)

On this 25 day of October, 1996, before me personally appeared SCOTT SCHIMANSKI, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

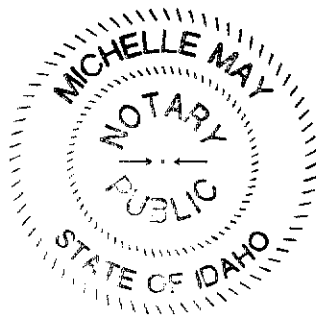


Michelle May
NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires: 4-26-02

STATE OF IDAHO)
) ss.
County of Ada)

On this 10th day of November, 1996, before me personally appeared PAM BRADY, known or identified 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 first above written.

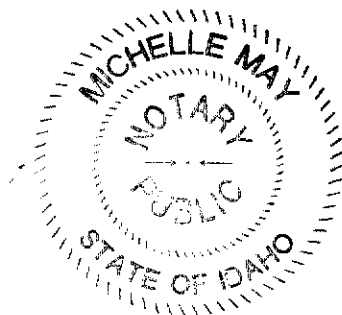


Michelle May
NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires: 4-26-02

STATE OF IDAHO)
) ss.
County of Ada)

On this 8th day of November, 1996, before me personally appeared JEAN STEMPEL, known or identified 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 first above written.



Michelle May
NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires: 4-26-02