

State of Idaho

Department of State

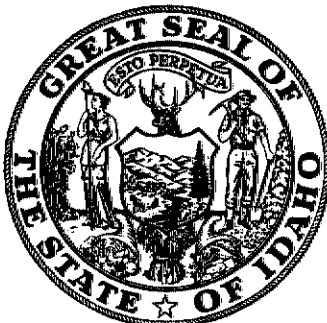
CERTIFICATE OF INCORPORATION OF

THE ASSOCIATION OF IDAHO MANUFACTURERS, INC.
File number C 107132

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 THE ASSOCIATION OF IDAHO MANUFACTURERS, 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: July 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

ARTICLES OF INCORPORATION

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SECRETARY OF STATE

THE ASSOCIATION OF IDAHO MANUFACTURERS, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is the Association of Idaho Manufacturers, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 242 N. 8th St., Suite 200, Boise, Idaho 83702, and the name of the initial registered agent at this address is Les Bock.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To promote the common business interest of small- to medium-sized manufacturing companies by (i) encouraging discussion of common problems and issues,

(ii) providing a collective voice with respect to state and federal oversight agencies, (iii) providing training and education to the Corporation's members, and (iv) communicating with members on issues affecting their interests.

B. To operate a business league and trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

C. 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 contained 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 therefor, 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 members, 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 hereof.

Article VII Members.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation in accordance with the provisions set forth in the Bylaws.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation 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 of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
William Hale	1805 N. E. 10th Ave. Payette, Idaho 83661
Ken Lyon	21 N. Allumbaugh Boise, Idaho 83704
Keith Parker	101 Main Street Parma, Idaho 83660
Gary Multanen	4545 Enterprise Boise, Idaho 83705
Jim Deffenbaugh	11100 Airport Dr. Hayden, Idaho 83835

Article IX Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors 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 organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors 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.

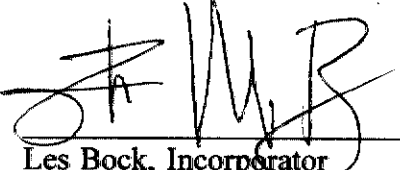
Article XI Incorporator.

The name and street address of the incorporator is Les Bock, 242 N. 8th St., Suite 200, Boise, Idaho 83702.

Article XII Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 26th day of July, 1994.


Les Bock, Incorporator