

FILED EFFECTIVE

2014 AUG 29 AM 9:00

SECRETARY OF STATE  
STATE OF IDAHO

REVISED, AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CALDWELL ECONOMIC DEVELOPMENT COUNCIL, INC.  
A Non-Profit Corporation

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, all being natural persons of full age, have this day voluntarily associated ourselves together for the purpose of operating a non-profit corporation under the Idaho Non-profit Corporation Act and revising the Articles of Incorporation of the corporation and we do hereby certify:

**ARTICLE I**

The name of the corporation shall be revised to SOUTHWEST IDAHO MANUFACTURERS' ALLIANCE, <sup>INC.</sup> The corporation is a non-profit corporation.

**ARTICLE II**

Subject to dissolution in the manner provided by law, the duration of this corporation shall remain perpetual.

**ARTICLE III**

The purposes for which this corporation is formed are as follows:

- (a) To establish, operate and maintain a foreign-trade zone and additional foreign-trade zone sites and subzones as provided for in 19 U.S.C. 81a-81u (Foreign-Trade Zones Act) within the state of Idaho.
- (b) To establish, operate and maintain an organization that supports the manufacturing sector of Southwest Idaho.
- (c) To promote the development of the manufacturing, distributing and logistic sectors of the Southwestern Idaho economy.

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- (d) To promote public and private business and governmental organizations to attract and retain businesses which create employment and economic activity in Southwest Idaho.
- (e) To do all things and to take all actions necessary or incidental to the accomplishment or promotion of the foregoing purposes.

#### **ARTICLE IV**

The street address of the corporations initial registered office is 4814 E. Linden Road, Caldwell, Idaho, 83605. The name of the initial registered agent located at such address is Jim Thomssen.

#### **ARTICLE V**

No part of the net earnings 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 Articles III and VI.

#### **ARTICLE VI**

This corporation was created for the purpose of promoting civic and commercial common business interests and to promote a common business interest and not to engage in a regular business of a kind ordinarily carried on for a profit. The corporation is exempt federal tax pursuant section 501(c)(6) of the Internal Revenue Code. Therefore, upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such

organization or organizations organized and operated under the Idaho Non-Profit Corporation Act and the Internal Revenue Code, as the Board of Directors shall determine.

#### **ARTICLE VII**

The corporation will have members. Qualifications for, and rights of, members shall be established by the Board of Directors in the corporate bylaws. Certificates of membership shall be issued to the members. Membership fees, dues or assessments may be levied upon all members.

#### **ARTICLE VIII**

The management and control of the corporation shall be vested in its Board of Directors comprised of members who shall be elected in accordance with the bylaws of the corporation. The corporation shall have nine (9) voting directors and two ex-officio directors. The names and addresses of the directors, all of whom shall serve as such until their successors are selected and qualified in accordance with the provisions of the bylaws, are:

Sheri Johnson	1505 Industrial Way Caldwell, ID 83605
Jose Deleon (ex officio)	4514 Thomas Jefferson Street Caldwell, ID 83605
Jana Jones	250 S. 5 <sup>th</sup> Street Boise, ID 83702
Dwayne Dayley	12000 W. Franklin Road Boise, ID 83709
Ronald W. Van Auker, Jr.	3084 E. Lanark Meridian, ID 83642

Ed Priddy

P.O. Box 639  
Eagle, ID 83616

Jim Thomssen

1536 Caldwell Blvd.  
Nampa, ID 83651

Jim Toomey

1904 E. Chicago St., Ste. J  
Caldwell, ID 83605

Steve Hatten

1375 W. Belmont Street  
Boise, ID

JAMIE CHAPMAN

1439A N. FRANKLIN BLVD  
Nampa, ID

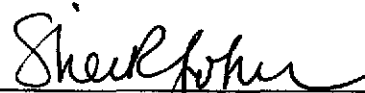
MATT BORUD

700 W. STATE ST.  
BOISE, ID  
(ex officio)

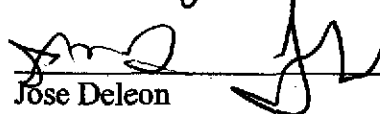
### ARTICLE IX

These articles may be altered or amended only upon vote of two-thirds of the Board of Directors and of at least two-thirds of the members entitled to vote.

IN WITNESS WHEREOF, these Articles have been signed this 18<sup>TH</sup> day of JULY, 2014.



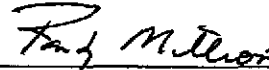
Sheri Johnson



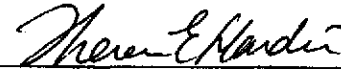
Jose Deleon



Jim Toomey



Randy Million



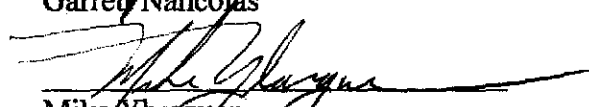
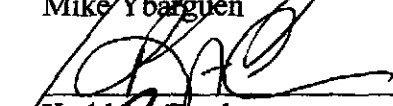
Theresa Hardin

IDAHO SECRETARY OF STATE

08/29/2014 05:00

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Jim Thomssen  
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Jim Blacker  
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Garrett Nancolas  
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Mike Ybarguen  
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Kathleen Fowler KATHRYN FOWLER  
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Ron Gipson  
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Dale Dixon