

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

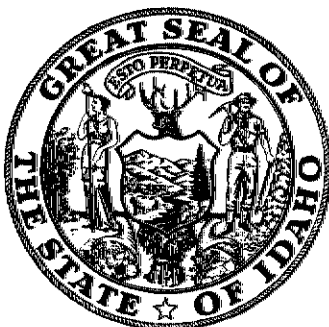
IDAHO CITY AREA COMMUNITY DEVELOPMENT, INC.

File number C 110852

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 CITY AREA COMMUNITY DEVELOPMENT, 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: June 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Steele*

JUN 2 4 49 PM '95

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

IDAHO CITY AREA COMMUNITY DEVELOPMENT, INC.

We, the undersigned, citizens of the United States and residents of the State of Idaho, do hereby associate ourselves together to form a non-profit organization pursuant to the provisions of Chapter 10, Article 30, Idaho Code, BE IT RESOLVED that the Cities of Idaho City, East Boise County and the surrounding Boise Basin area do hereby sponsor the establishment of a region-wide, non-profit corporation hereinafter referred to as the CORPORATION.

ARTICLE I

Name

The name of the CORPORATION so organized and established shall be the "IDAHO CITY AREA COMMUNITY DEVELOPMENT, INC."

Article II

Place of Business

A central office shall be established in Idaho City, Boise County, Idaho, or other such place as the directors shall hereafter determine.

Article III

Duration

The duration of the Corporation shall be perpetual

Article IV

Purpose

This corporation is formed for the purpose of engaging in charitable activities within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as that said Section may be subsequently amended.

A further purpose of this corporation is to preserve the quality of life by promoting, fostering, and encouraging the: a) preservation of the historic and natural character of the Boise Basin, b) the growth development and prosperity of the businesses, communities and resources of the Boise Basin, c) improvement of the Basin's economy by increasing understanding of economic and community development, d) creation of jobs for Basin residents through full and sustainable development of the area's natural resources, e) implementing programs which are consistent with community values and further the Basin's economic prosperity; f) advocating policies and programs which achieve greater social welfare; g) enhance cultural and human resources; h) accomplish those purposes and functions as outlined in the laws; and i) to do all acts and things not forbidden to non-profit corporations by law.

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Article V
Regulation of Internal Affairs

A. Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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.

B. Legislative and political activities

No substantial part of the activities of the corporation 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Prohibited Activities

Notwithstanding, any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any powers that are not in furtherance of the purposes of this corporation.

Article VI Boundaries

The Corporation may include any area within Boise County that is economically and socially compatible. The initial boundaries of the Corporation shall be coterminous with and including the area encompassed by eastern Boise County.

Article VII Membership

Membership to the Corporation shall be open to any person residing within or owning property or doing business within the boundaries as established in Article VI. Member's rights and interests shall be equal. Individuals can become members by contributing an amount to be determined by the Board of Directors, and registering their name, address & phone number with the corporation and indicating the expertise & interest that they would be willing to provide for achieving the purposes of the corporation. Businesses both within and without the area can become members by contributing an amount to be determined by the Board of Directors, and registering with the corporation. A member may withdraw at any time.

Article VIII Officers

The officers of the Corporation shall consist of a President, Vice-President, Secretary/Treasurer or as the need arises two separate offices of Secretary and Treasurer to be determined by the Board of Directors. The President, Vice-President, and Secretary/Treasurer shall be elected by the members of the Board of Directors. The internal administration of the Corporation shall be vested in the Board of Directors.

Article IX Board of Directors

The policies, procedures, practices, and programming of the Corporation and any other duties and responsibilities as may be delegated by the Corporation shall be vested in the Board of Directors which shall be composed of: the elected Chairpersons of the Standing Committees and four persons at large elected by the membership. The officers of the corporation shall be elected by the board of Directors. The number of the Board of Directors members shall not be less than seven (7) nor more than fifteen (15). The Board of Directors shall represent a broad range of communities and interests such as, but not limited to, industry, commerce, finance, housing, and minorities.

Article X Advisors

The Corporation may request and accept technical, advisory

or other assistance from federal, state and city or county agencies. These agencies designated representatives will be the official spokesperson for their agencies and can participate as advisors at every level of the Corporation.

Article XI Meetings

Meetings of the Corporation's Board of Directors shall be held at such times and places the Board shall determine and specify in its by-laws. An annual meeting of the Corporation shall be held as specified in the Bylaws.

Article XII Financial Contributions

Corporation members and interested parties may contribute to the Corporation pursuant to the budgetary laws set forth in the Idaho Code and within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as that said Section may be subsequently amended.

Article XIII Contracts and Contractual Services

The Corporation may contract generally and enter into any contract or reasonable agreement with the Federal Government, the state, any municipal corporation and/or any other governmental agency or individual to do other things considered essential to accomplish the purposes of the corporation.

Article XIV Executive Director and Consultants

The Corporation may employ and discharge an Executive Director and any other employees and consultants as its officers deem convenient to carry out the purposes and functions of the corporation.

Article XV By-Laws

The Corporation shall adopt by-laws to carry out the purpose and objectives set forth in these articles, or as may be required under the laws of the State of Idaho.

Article XVI Amendment

These Articles of Incorporation may be amended in whatever manner the Corporation shall determine and specify in its by-laws, however, it shall be in accordance with the laws of the State of Idaho and shall not be inconsistent with provisions of Section 501(c)(3) of the Internal Revenue Code of 1954.

Article XVII
Registered Office and Registered Agent

The registered office for this corporation is as follows:

1209 W. Hays
Boise, Idaho 83702

The registered agent for this corporation is as follows:

Edward S. Jewell

The address of the registered office is the same as that of the registered agent.

Article XVIII
Dissolution

Upon dissolution of the corporation, after paying all liabilities, assets shall be distributed for one or more exempt purposes specifically a non-profit organization within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local governments for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction 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.

Article XIX
Incorporators

The names and addresses of the incorporators, all active participants of the IDAHO CITY AREA COMMUNITY DEVELOPMENT, INC hereby join as original incorporators to sponsor this non-profit Corporation.

<u>Name</u>	<u>Address</u>	<u>Date</u>
Ted Jewell	1209 W. Hays, Boise, ID 83702	1/30/95
Eldon Smith	P.O. Box 390, Idaho City, ID 83631	1/30/95
Leonard Rick	P.O. Box 634, Idaho City, ID 83631	1/30/95
Kent Lamberson	HCR 42, Box 5122, Idaho City, ID 83631	1/30/95
Nancy Holbert	P.O. Box 508, Idaho City, ID 83631	1/30/95
Terry Teeter	P.O. Box 26, Idaho City, ID 83631	1/30/95
Lynn Kuwahara	P.O. Box 88, Idaho City, ID 83631	1/30/95
Tom Mackin	HC 33, Box 3255, Boise, ID 83706	1/30/95
Charlie Swearingen	P.O. Box 284, Idaho City, ID 83631	1/30/95

Signed the 31st day of January, 1995
IDAHO CITY AREA COMMUNITY DEVELOPMENT, INC

Lynn Kuwahara
Lynn Kuwahara, Secretary 01-31-95

Community
Idaho City Area Development Corporation
Founding Board of Directors
March 27, 1995

Edward S. Jewell
1209 W. Hays
Boise, ID 83702

Edward Jewell
Date: 3/27/95

Eldon Smith
P. O. Box 390
Idaho City, ID 83631

Eldon Smith
Date: 3/27/95

Leonard Rick
P. O. Box 634
Idaho City, ID 83631

Leonard Rick
Date: 3/27/95

Kent Lamberson
HC42, Box 5122
Idaho City, ID 83631

Kent Lamberson
Date: 3-27-95

Nancy Holbert
P. O. Box 508
Idaho City, ID 83631

Nancy A. Holbert
Date: 4/26/95

Terry Teeter
P. O. Box 26
Idaho City, ID 83631

Terry Teeter
Date: 3/27/95

Lynn Kuwahara
P. O. Box 88
Idaho City, ID 83631

Lynn Kuwahara
Date: 3/27/95

Tom Mackin
HC33, Box 3255
Boise, ID 83706

Tom Mackin
Date: 5/15/95

Charlie Swearingen
P. O. Box 284
Idaho City, ID 83631

Charlie Swearingen
Date: 3/27/95