

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE CITY CLUB OF BOISE, INC.
File number C 109263

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 CITY CLUB OF BOISE, 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: January 31, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alta Seibel*

JAN 31 3 49 PM '95
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE CITY CLUB OF BOISE, INC.

IDAH0 SECRETARY OF STATE
19950131 0900 60763 2
CUST# 44189
CORP
30.00= 30.00

= C

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 ("the Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is The City Club of Boise, 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 877 W. Main, Suite 502, Boise, Idaho, and the name of the initial registered agent at this address is Daniel E. Williams.

Article V Purposes.

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

A. To provide a common meeting ground for forward-looking persons of divergent beliefs, politics and occupations for the interchange of ideas and stimulation of intelligent thinking on civic matters; to inform its participants and the community in public matters and to encourage in them an appreciation of the obligations of citizenship.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

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.

D. Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. Participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes.

F. Have and exercise any and all powers, rights and privileges which a corporation organized under the Act may by law now or hereafter have or exercise.

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 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. No substantial part of the activities of the Corporation shall be for 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 Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII No Members.

The Corporation shall not have any members.

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 existing Directors 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>
Pam Ahrens	Department of Administration 650 W. State Boise, ID 83720
Bobby C. Ashley	306 14th Street Boise, ID 83702
JoAnn Butler	607 N. 8th, Suite 310 Boise, ID 83702
Pennie Cooper	8856 Ponderosa Nampa, ID 83686
Roy L. Eiguren	Suite 200, Park Place 277 N. 6th Boise, ID 83702
Marcia Franklin	2101 W. Jefferson St. Boise, ID 83702
Rod Gramer	430 Winter Boise, ID 83706
Marc Johnson	Suite 102 350 North 9th St. Boise, ID 83702
Jane Lloyd	2172 S. Pebblecreek Lane Boise, ID 83706
Carol Martin	1002 Warm Springs Boise, ID 83712
Ken McClure	Suite 200, Park Place 277 N. 6th Boise, ID 83702
Kathy O'Neill	5247 N. Backwater Ave. Boise, ID 83703

Barbara J. Roberts

1701 N. 21st St.
Boise, ID 83702

Robert Sims

1636 E. Holly
Boise, ID 83712

Dottie Stimpson

105 E. Highland View Dr.
Boise, ID 83702

Russ Stoddard

280 N. 8th St.
Boise, ID 83702

Clint Tate

4510 Albion St.
Boise, ID 83705

Dan Williams

877 W. Main St., Suite 502
Boise, ID 83702

Article IX 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)(3) 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 Daniel E. Williams, First Interstate Center, 877 W. Main St., Suite 502, Boise, ID 83702.

Article XII Bylaws.

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

DATED this 31st day of January, 1995.


Daniel E. Williams