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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF**

**SECRETARY OF STATE
STATE OF IDAHO**

SMALL BUSINESS SUCCESS CENTER, INC.

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Title 30, Chapter 3, Idaho Code, the Articles of Incorporation of Small Business Center, Inc., an Idaho non-profit corporation, filed August 31, 2005, are amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the corporation is Small Business Success Center, Inc. ("Corporation").

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSES

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. In particular, this Corporation is organized to foster education, training and resources for small businesses and entrepreneurs for the betterment and improvement of the Treasure Valley metropolitan area.

AMENDED AND RESTATED ARTICLES OF INCORPORATION-1

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Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

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 in the purpose clause hereof.

ARTICLE IV - MEMBERS

The Corporation shall not have members.

ARTICLE V - REGISTERED OFFICE, REGISTERED AGENT, MAILING ADDRESS

The registered office of the Corporation is located at 250 South 5th Street, Suite 300, Boise, Idaho 83702. The registered agent of the Corporation, whose address is the same as that of the registered office of the Corporation is Nancy Vannorsdel. The mailing address of the Corporation shall be P.O. Box 2368 Boise, Idaho 83702.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors. The number of members of such board of directors shall be fixed from time to time by the Bylaws,

but at no time shall the board be less than three (3) members nor more than twenty-one (21) members. The names and addresses of the persons who are currently acting as the board of directors of the Corporation, to serve until their successors have been selected, are set forth on Exhibit A, attached hereto and incorporated herein.

The selection process for board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the Corporation.

ARTICLE VII - INCORPORATORS

The name and address of the original incorporator of the Corporation was H. Barton Thomas, Givens Pursley LLP, 601 W Bannock Street, Boise, Idaho 83702.

ARTICLE VIII - DISSOLUTION

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation pursuant to the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the Corporation. Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation and to applicable provisions of law, be distributed, as directed by the board of directors of the Corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or

any successor provisions, including but not limited to the Idaho Community Foundation, an Idaho non-profit corporation, or to the Federal government or to a state or local government, for a public purpose.

ARTICLE IX - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of a majority of the members of the board of directors of the Corporation then in office.

ARTICLE X - ORGANIZATION

The affairs of the Corporation shall be managed by its board of directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than a majority of the number of directors then fixed by the Bylaws. The officers of the Corporation shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

ARTICLE XI - RESTRICTIONS

Pecuniary profit is not the object or purpose of this Corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

ARTICLE XII – FUNDING

In order to carry out its purposes, the Corporation shall be funded primarily by private donations of money, goods or services from members of the public, including individuals, corporations, clubs, associations and other organizations. When appropriate, the Corporation may also receive funding in the form of money, goods or services from federal, state and local governments as long as receipt of such funds does not violate any law or cause the Corporation to lose its tax-exempt status under the Internal Revenue Code then in effect.

The undersigned certify that the foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors on 12th day of April, 2007 and that such amendment to the Articles of Incorporation does not require the approval of any other person other than the Board of Directors.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors on the 12th day of April, 2007.

Mary Varnoude
_____, President

[Signature]
_____, Secretary

EXHIBIT A

Board of Directors

Mr. Mark Bowen
Vice President and Area Manager
CH2M Hill
322 East Front Street, Suite 200
Boise, ID 83702-7359

John Hale
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General Manager
Meadow Gold Dairies
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P.O. Box 7647
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George S. Iliff
Managing Principal
Colliers International
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United Heritage Life Insurance
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Smoke Guard Corporation
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Boise, ID 83713