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**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**BOISE CITY OF TREES FESTIVAL, INC.**

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 \_\_\_\_\_

**BOISE, CITY OF TREES FESTIVAL, 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 24, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*

Corporation Clerk

JAN 24 4 00 PM '90  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

**OF**

**BOISE CITY OF TREES FESTIVAL, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

**FIRST**

The name of the corporation is **BOISE CITY OF TREES FESTIVAL, INC.**

**SECOND**

The corporation is a nonprofit corporation

**THIRD**

The period of its duration is perpetual.

**FOURTH**

This corporation is organized exclusively for the promotion of the social welfare of the people of the City of Boise, State of Idaho by such activities as permitted to be carried on by any organization exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code or the corresponding sections of any future Federal tax code. Notwithstanding any other provision 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)(4) of the Internal Revenue Code or the corresponding sections of any future Federal tax code.

**FIFTH**

The corporation shall have members.

**SIXTH**

The location of the initial registered office of the corporation is 300 North Sixth Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Dale G. Higer.

## SEVENTH

The number of directors constituting the initial Board of Directors shall be fifteen (15), and the names and addresses of the persons who are to serve until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel R. Nelson	P. O. Box 8247 Boise, Idaho 83733
Ron Twilegar	900 West Washington Boise, Idaho 83702
Bobbie Patterson	P. O. Box 2106 Boise, Idaho 83701
Pat McMurray	P. O. Box 7069 Boise, Idaho 83730
Tom McCreedy	P. O. Box 7808 Boise, Idaho 83729
Dale Higer	P. O. Box 1368 Boise, Idaho 83701
Peter Danis	P. O. Box 50 Boise, Idaho 83728
Diane Plastino Graves	2024 Creekside Lane Boise, Idaho 83706
C. E. (Gene) Hill	P. O. Box 7888 Boise, Idaho 83723
Stan Johnson	101 S. Capitol Blvd., Ste.1200 Boise, Idaho 83702
Don Keirn	P. O. Box 500 Boise, Idaho 83701
Don Curtis	P. O. Box 39 Boise, Idaho 83707
James Rabdau	220 W. Parkcenter Blvd. Boise, Idaho 83701

Susan Gerhart

110 W. Parkcenter Blvd.  
Boise, Idaho 83707

John B. Carley

P. O. Box 20  
Boise, Idaho 83726

EIGHTH

The name and address of the incorporator are as follows:

NAME

ADDRESS

Dale G. Higer

300 North Sixth Street  
Boise, Idaho 83702

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws.

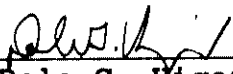
TENTH

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 Article Fourth hereof.

ELEVENTH

Upon the winding up and dissolution of this corporation, after paying or adequately providing for debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the promotion of social welfare and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code or the corresponding sections of any future Federal tax code.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 1990.

  
Dale G. Higer