

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

REGIONAL DEVELOPMENT ALLIANCE, INC.

File number C 119644

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 REGIONAL DEVELOPMENT ALLIANCE, 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: May 28, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Natalie Lamb*

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ARTICLES OF INCORPORATION

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OF

REGIONAL DEVELOPMENT ALLIANCE, INC.

The undersigned, acting as the incorporator of a nonprofit corporation (the "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 Regional Development Alliance, 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 Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the initial registered office is 683 North Capital, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is Blake G. Hall.

Article V Purposes

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

- A. To provide direction and support for the economic community of the Idaho Counties of Bannock, Bingham, Butte, Bonneville, Jefferson, Madison and the Southern portion of Custer, and foster new economic growth and business development during the transition and downsizing of the Idaho National Engineering and Environmental Laboratory.

B. Business and economic development endeavors within the meaning of Section 501(c)(6) 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)(6).

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.

#### Article VI Limitations

No part of the net earnings or assets 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 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 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)(6) 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. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be appointed in the manner and for the term provided in the Bylaws of the Corporation and the Act.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
DeLayne Adams	P.O. Box 98, Ririe, Idaho 83443
Seth Beal	2827 N. 3375 W., Moore, Idaho 83255
Nile Boyle	P.O. Box 280, Rexburg, Idaho 83440
Clay Condit	P.O. Box 16, Arco, Idaho 83213
Kay Gneiting	P.O. Box 1028, Blackfoot, Idaho 83221
Blake G. Hall	P.O. Box 51630, Idaho Falls, Idaho 83405
Lin Hintze	P.O. Box 125, Mackay, Idaho 83251
Jerry Jeppesen	P.O. Box 389, Rexburg, Idaho 83440
Roger Christensen	605 N. Capital, Idaho Falls, Idaho 83402
Con Mahoney	1380 Enterprise, Idaho Falls, Idaho 83402
Carolyn Meline	P.O. Box 4016 Pocatello, Idaho 83205
Linda Milam	308 Constitution Way, Idaho Falls Idaho 83402
Harry Neuhardt	P.O. Box 4169, Pocatello, Idaho 83205
Scott Reese	310 N. W. Main, Blackfoot, Idaho 83221
Paul Walker	3658 E. 800 N. Menan, Idaho 83434

#### 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)(6) 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 X Incorporator

The name and street address of the incorporator is Blake G. Hall, 683 North Capital Idaho Falls, Idaho 83402.


## Article XI Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors as outlined in Article 4, Section 9 of the Bylaws.

## Article XII Indemnification

The Corporation may indemnify and advance expenses to its officers and directors to the full extent provided for in Idaho Code Section 30-3-88.

DATED this 27 day of May, 1997.


  
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Blake G. Hall

STATE OF IDAHO            )  
                                      )ss.  
County of Bonneville    )

On the 27 day of May, 1997, before me, the undersigned, a notary public in and for said State, personally appeared BLAKE G. HALL, known or identified to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)

  
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Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 8.2002

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