



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

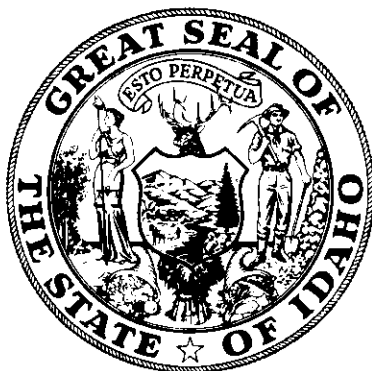
OLD TOWN TROLLEY, INC.

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 OLD TOWN TROLLEY, 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 September 6, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

**SECRETARY OF
STATE**

of

**SECRETARY OF
STATE**

OLD TOWN TROLLEY, INC.

As allowed and provided in the Idaho Nonprofit Corporations Act the undersigned, all of whom are of legal age, residents of the State of Idaho, and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

Article I

The name of this nonprofit corporation is Old Town Trolley, Inc.

Article II

The principal office of the corporation is initially located at 103 S. 7th Street in Caldwell, Idaho, but may be changed to another location by the board of directors of the corporation.

Article III

Tom S. Doerr, whose address is 103 S. 7th Street, Caldwell, Idaho is initially appointed registered agent of the corporation.

Article IV

This corporation is not formed for pecuniary gain or profit to the members thereof but is organized as a nonprofit corporation. The specific purposes for which it is organized are:

- (a) To generate enough support for the continued operation and maintenance of the Caldwell trolley but not for profit.
- (b) To publicize this unique Caldwell community feature.
- (c) To engage in other Caldwell community civic, cultural, or beautification projects beneficial to the city and the general public.

Article V

No dividends or pecuniary profits shall be declared or paid to the members of this corporation.

Article VI

Members of this corporation shall be as determined and authorized by the By-Laws of this corporation. Each member shall have one (1) vote.

If there are fewer than twenty (20) members two members shall constitute a quorum. If there are in excess of twenty (20) members, members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum.

Article VII

The affairs of this corporation shall be managed by a board of directors. However, the board of directors, by vote of a majority of directors, may designate a committee which, to the extent provided in the resolution creating the committee, shall have and exercise the authority of the board of directors in the management of the corporation. The initial board of directors shall consist of two members who are:

1e. ~~to~~ Mike Gab~~er~~ whose address is 4020 Meadow Ave., Caldwell, Idaho; and Tom S. Doerr, whose address is 103 S. 7th Street, Caldwell, Idaho.

The first board of directors shall hold office until the first annual election of directors. When additional members of the corporation are added the board of directors shall consist of three (3) members. A director need not be a resident of the state of Idaho or a member of this corporation. The number of directors may be increased from time to time by amendment of the By-Laws of the corporation.

Article VIII

Officers of the corporation shall consist of a president,

one or more vice-presidents, a secretary and a treasurer which may be combined in one person. Officers shall be elected by the board of directors as may be prescribed by the By-Laws. The By-Laws may provide for the appointment of other officers, assistant officers or agents.

Article IX

This corporation shall exist perpetually.

Article X

The names and addresses of the incorporators are:

Tom S. Doerr
103 S. 7th Street
Caldwell, Idaho

and

^{1e}
Mike Gabel
4020 Meadow Avenue
Caldwell, Idaho

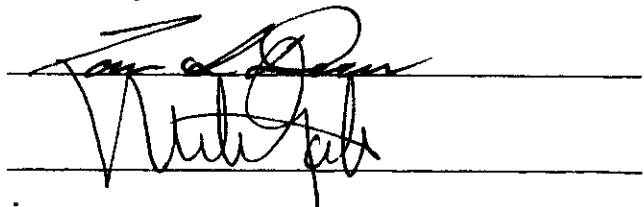
Article XI

The corporation may be dissolved by the unanimous written consent of all members of the corporation. Upon dissolution assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event such dedication is not accepted, such assets shall be conveyed and assigned to a nonprofit corporation, or association, or other nonprofit organization.

Article XII

These articles of incorporation may be amended by majority vote of the members.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Idaho we, the undersigned, constituting the incorporators have executed these Articles of Incorporation this 29 day of May, 1984.



STATE OF IDAHO)
County of Canyon } ss.

On this 29 day of May, 1984, before me, the undersigned, a Notary Public in and for said state, personally appeared TOM S. DOERR, known to me to be the person whose name is subscribed to the within instrument, 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 first above written.

Judee L. Babington
Notary Public for Idaho
Residing at Caldwell, Idaho

(SEAL.)

STATE OF IDAHO)
County of Canyon } ss.

On this 8th day of August, 1984, before me, the undersigned, a Notary Public in and for said state, personally appeared MIKE GABEL, known to me to be the person whose name is subscribed to the within instrument, 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 first above written.

Nancy L. Gregory
Notary Public for Idaho
Residing at Caldwell, Idaho

(SEAL.)