

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GARDEN CITY CHAMBER OF COMMERCE, INC**

(an Idaho corporation, not for profit)

In compliance with Idaho Statute 30-30-706, the following Amended and Restated Articles of Incorporation of Garden City Chamber of Commerce, Inc., an Idaho corporation, not for profit, duly organized to do business under the laws of the State of Idaho, with its Certificate of Incorporation having been filed with the office of the Secretary of State on the 31st day of October 2005, is submitted:

ARTICLE I. Name: The name of the corporation is Garden City Chamber of Commerce, Inc.

ARTICLE II. Non-Profit Corporation: The corporation is a non-profit corporation.

ARTICLE III. Duration: The period of duration of the corporation is perpetual.

ARTICLE IV. Purpose: The purposes in which the corporation is organized are: to provide a forum and pursue actions as a group of business owners and operators of businesses located in and around Garden City, Idaho that will result in the encourage of Garden City's economic development, increase public awareness of the benefits of living, working and operating businesses in Garden City, fostering new and existing business opportunities, promote tourism as well as any other activities associated therewith or allowed to be pursued by non-profit corporations under the laws of the State of Idaho.

ARTICLE V. Powers: The Corporation shall have all the powers and privileges that may be exercised by non-profit corporations in the State of Idaho and elsewhere as approved by any state in which the corporation shall do business.

ARTICLE VI. Members: The corporation shall have voting members as provided in the Bylaws or these Articles, all as amended from time to time.

ARTICLE VII. Dissolution of Corporation: Upon dissolution of the corporation, the board of directors shall, after paying or making provision for all the liabilities of the corporation, dispose of all the assets of the corporation by

transferring the same to such organization or organizations organized and operated as nonprofit organizations for purposes similar to the purposes of the corporation. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. Amendments: These articles may be amended by the board of directors at any regular or special meeting, providing written notice of the proposed amendment or amendments has been mailed to each director at that director's last known address at least ten (10) days in advance of the meeting. The requirement of mailing may be waived either prior to or at the meeting by any director.

ARTICLE IX. Address: The address of the corporation's principal office is as follows:

Current ~~Mailing~~ Office: PO Box 140353, Garden City, ID 83714

ARTICLE X. Directors: The number of directors shall be as set by the board of directors.

ARTICLE XI. Incorporator: The name and street address of the incorporator Curt Moody, 5425 Chinden Blvd. Garden City, ID 83714

ARTICLE XII. Officers: The corporation shall have such officers as are determined to be appropriate by the board of directors.

ARTICLE XIII. Earnings: No part of the earnings of the corporation shall inure to the benefit of its members, directors, agents, 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 these Articles.

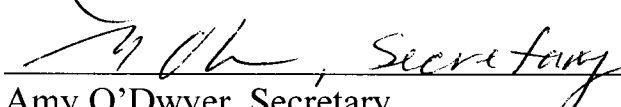
ARTICLE XIV. Prohibited Activities: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried out by (a) an organization exempt from Federal Income Tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding provision 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.

ARTICLE XV. By-Laws: The directors shall have the authority, by majority vote, to adopt as well as modify by-laws to govern the day-to-day operations of the corporation. Any such by-laws shall be subordinate to these Articles.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 14th day of December 2018.

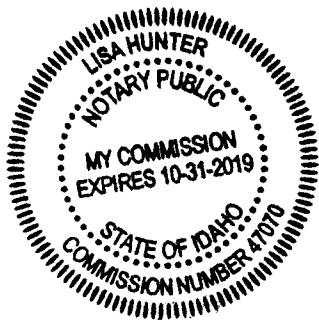

Dawn Snapp, President


Amy O'Dwyer, Secretary

STATE OF IDAHO)
COUNTY OF ADA)

On this 14th day of December, 2018, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Dawn Snapp and Amy O'Dwyer known or identified to me to be the person(s) whose names is/are subscribed to this instrument and acknowledged that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.




Notary Public