



CERTIFICATE OF AMENDMENT  
OF

HISTORIC BOISE, INC.

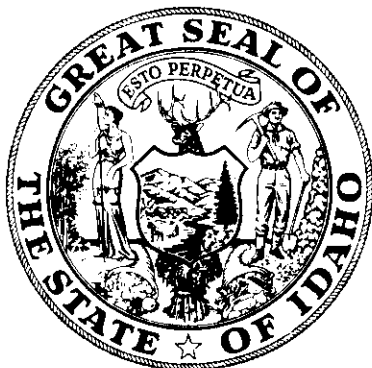
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

HISTORIC BOISE, INC.

duly signed and verified 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated August 12, 19 81.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ROBERT L. ALDRIDGE, CHARTERED  
Attorney at Law  
1209 North Eighth Street  
Boise, Idaho 83702  
Telephone (208) 336-9880

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SECRETARY OF  
STATE

AMENDED ARTICLES OF INCORPORATION

OF

HISTORIC BOISE, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS, that we, ARTHUR A. HART, BARBARA M. HANSEN and ROBERT L. ALDRIDGE, all being of legal age and citizens of the United States, having associated ourselves together for the purpose of forming a body corporation in accordance with the provisions of the Idaho Non-Profit Corporation Act §§30-301, et seq., of the Revised Statutes of the State of Idaho, and having made, executed and acknowledged Articles of Incorporation, in writing, which were filed with the State of Idaho, Department of State on September 24, 1980, No. 64867; and,

that, pursuant to a duly called meeting of all corporate members, which said group consists only of the undersigned, the Corporation adopted certain Amendments, unanimously, to the filed Articles; and,

that said Amendments were additions to Articles II and IV, and the adding of new Articles XI and XII, being added to conform the language of the Articles to the requirements of Section 501 (c)(3) of the Internal Revenue Code and thereby obtain certification of non-profit standing from the Internal Revenue Service; and, therefore,

that the undersigned do hereby make, execute and acknowledge these Amended Articles of Incorporation in writing as follows:

ARTICLE I

The corporate name of this association shall be:

HISTORIC BOISE, INC.

ARTICLE II

This association shall be a non-profit corporation. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III

The period of duration of this association shall be perpetual.

ARTICLE IV

The purposes for which said association is formed are:

a) The following list of purposes shall be the sole and only purposes for which said association is formed, and these Articles and the following list of purposes shall comprise the limits on the activities of the association, which said association shall not have the power, authority or ability to operate outside said purposes.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code.

b) The association shall exist solely for the purpose of acquiring the printing plates, and/or any appurtenant rights, including publishing rights, for Historic Boise, a publication or book previously published in a single edition, by the Boise Historic Preservation Commission for the year 1979, and, upon such acquisition, to publish and sell editions of Historic Boise from time to time.

c) The association may solicit and/or borrow and/or otherwise obtain funds and/or services for the acquisition of the above-described plates and appurtenant rights, and any other necessary costs, including, but not limited to, printing, publication, distribution, advertising, costs of incorporation and other similar items of cost.

d) Any funds raised by the association, whether by solicitation or by sale of books, may be utilized, other than payment of cost, only for purposes of historic preservation within the limits of Boise City, Idaho. The association may, in pursuit of such purpose, publish additional books, pamphlets or brochures on Boise's architectural heritage or may make donations or grants of money to any organization, entity or person, subject to said conditions as the association may deem necessary, so long as such grant or donations are for historic preservation, and will have some direct or indirect public benefit to the residents of Boise City, Idaho. No other usage of funds, except for reimbursements of actual expenses incurred, may be made.

e) The incorporators of the association, together with such other persons as said incorporators may elect by majority vote, shall comprise the Board of Directors of the association, which said Board, by majority vote, shall administer the above purposes.

(f) The association may do any and all things necessary and incidental in carrying out the aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

(g) The association may sue and be sued, complain and defend in any court of law or equity.

(h) The association may have and use a corporate seal, which may be altered at pleasure.

(i) The association may elect such officers and appoint such agents as the business of the association shall require and allow them suitable compensation.

(j) The association may make by-laws not inconsistent with the Constitution or laws of the United States and/or of this state, for the management of its property and the regulation and government of its affairs.

(k) The association may wind up and dissolve itself, or to be wound up and dissolved in the manner provided by the statutes of this state. Upon the winding-up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(e) This corporation is organized exclusively for religions, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE V

At the time of formation, the affairs of the association shall be under the control of Directors and those, who shall as Directors, manage the affairs of the association for the first year and until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
ARTHUR A. HART	8035 Crestwood Boise, Idaho 83704
BARBARA M. HANSEN	1312 Warm Springs Avenue Boise, Idaho 83702
ROBERT L. ALDRIDGE	1209 No. 8th Street Boise, Idaho 83702

At the first annual meeting following the expiration of the one year period for which the Director herein designated will serve, and at each annual meeting thereafter, a new Board of Directors will be elected in accordance with the provisions of the by-laws of the association and the laws of the State of Idaho. The number of Directors may be modified by amendment of the by-laws of this association.

#### ARTICLE VI

This association shall have no capital stock. Membership in the association shall be evidenced by membership certificates issued to applicants qualifying for membership, as further provided in the by-laws of the association.

#### ARTICLE VII

Membership in this association shall not be transferable except upon the approval of the Board of Directors. The above provision shall be recited in all certificates of membership issued.

#### ARTICLE VIII

These Articles may be amended as provided for by the Idaho Non Profit Corporation Act, Idaho Code §§30-301, et seq.

#### ARTICLE IX

The by-laws of the association for the management of its affairs shall be adopted by the Directors of said association, and said Directors will be empowered to amend or repeal said by-laws in accordance with the provisions thereof.

#### ARTICLE X

Cumulative voting shall be allowed.


ARTICLE XI


In the event of the liquidation or dissolution of the association, the assets of the association, after the payment of all debts and obligations shall be donated to another non-profit organization with similar objectives, operating in the Boise, Idaho area.

ARTICLE XII

The initial registered agent for this corporation is Robert L. Aldridge, 1209 N. 8th St., Boise, Idaho 83702.


IN WITNESS WHEREOF, we, the incorporators, do hereby make, sign, and acknowledge these Amended Articles of Incorporation this 7th day of August, 1981.

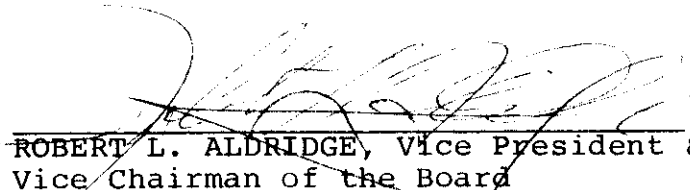
  
ARTHUR A. HART


  
BARBARA M. HANSEN

  
ROBERT L. ALDRIDGE

THE UNDERSIGNED hereby certify that they are the officers and directors of HISTORIC BOISE, INC., and that the above Amended Articles of Incorporation were duly adopted by the Corporation and the Board of Directors at a meeting thereof, by unanimous consent.

  
ARTHUR A. HART, President and  
Chairman of the Board

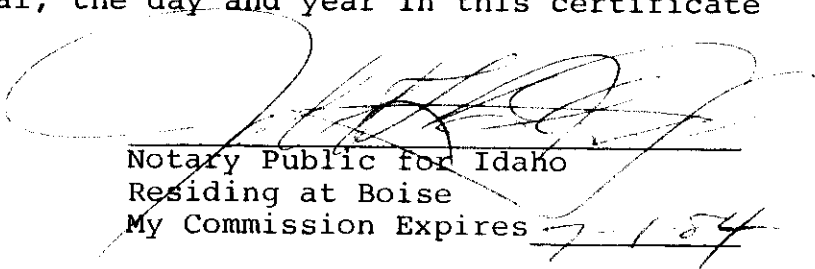
  
ROBERT L. ALDRIDGE, Vice President &  
Vice Chairman of the Board

  
BARBARA M. HANSEN, Secretary - Treasurer  
of the Corporation and the Board

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

On this 10<sup>th</sup> day of August, 1981, before me, a notary public in and for said State, personally appeared ARTHUR A. HART known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

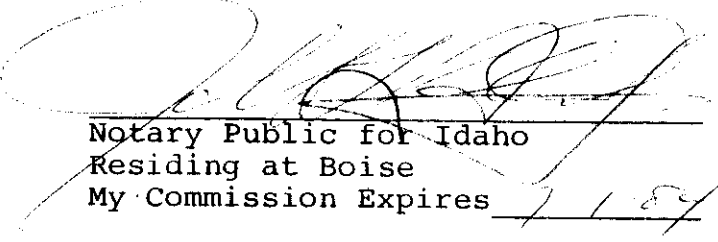
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Boise  
My Commission Expires 7-1-84

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

On this 10<sup>th</sup> day of August, 1981, before me, a notary public in and for said State, personally appeared BARBARA M. HANSEN known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

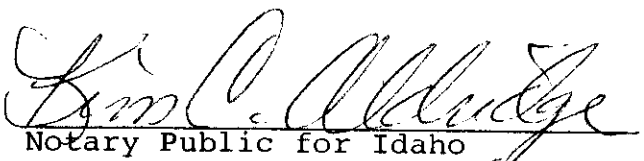
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Boise  
My Commission Expires 7-1-84

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )


On this 10<sup>th</sup> day of August, 1981, before me, a notary public in and for said State, personally appeared ROBERT L. ALDRIDGE known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

  
Notary Public for Idaho  
Residing at Boise  
My Commission Expires 6-23

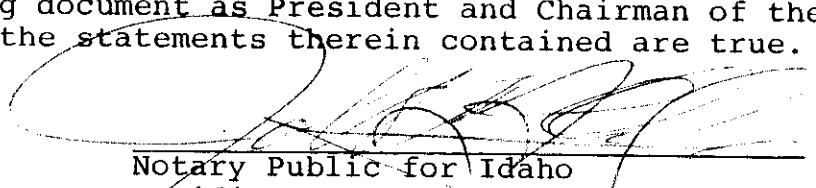
STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

I, Kim Aldridge, a notary public, do hereby certify that on this 10<sup>th</sup> day of August, 1981, personally appeared before me Robert L. Aldridge, who, being by me first duly sworn, declared that he is a director and officer of HISTORIC BOISE, INC., that he signed the foregoing document as Vice-President and Vice-Chairman of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at: Boise  
My Commission Expires: 6-83

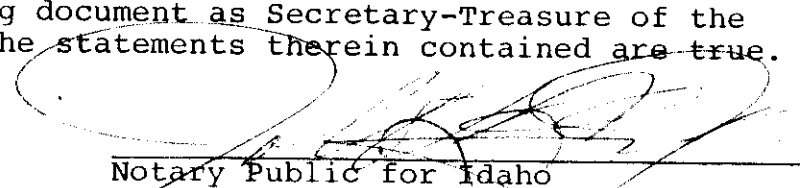
STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

I, Robert L. Aldridge, a notary public, do hereby certify that on this 10<sup>th</sup> day of August, 1981, personally appeared before me Arthur A. Hart, who, being by me first duly sworn, declared that he is a director and officer of HISTORIC BOISE, INC., that he signed the foregoing document as President and Chairman of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at: Boise  
My Commission Expires: 7-1-84

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

I, Robert L. Aldridge, a notary public, do hereby certify that on this 10<sup>th</sup> day of August, 1981, personally appeared before me Barbara M. Hunter, who, being by me first duly sworn, declared that she is a director and officer of HISTORIC BOISE, INC., that she signed the foregoing document as Secretary-Treasurer of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at: Boise  
My Commission Expires: 7-1-84