

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

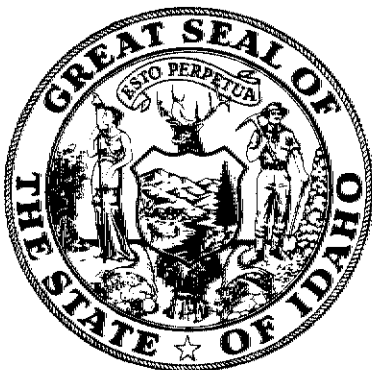
MELBA VALLEY CHAMBER OF COMMERCE, INC.

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 MELBA VALLEY CHAMBER OF COMMERCE, 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 March 20, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

John H. H. H.

Corporation Clerk

ARTICLES OF INCORPORATION
OF
MELBA VALLEY CHAMBER OF COMMERCE, INC.

87 MAR 20 1911 1 02

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all residents of the State of Idaho, and citizens of the United States of America, for the purpose of forming a non-profit association pursuant to Chapter 10, Title 30, Idaho Code, for the purposes expressed herein, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Melba Valley Chamber of Commerce, Inc. The principle business of said organization shall be transacted in Melba, County of Canyon, Idaho. (P.O. Box 62) The Corporation shall have perpetual existence. The registered agent and office shall be Clint Agenbroad, 3rd street, Melba Idaho.

ARTICLE II

This organization shall be dedicated to the general betterment, both material and cultural, of the city of Melba and the surrounding areas immediately adjacent thereto. It is also the purpose of the organization to foster, encourage, or assist in promoting better business and professional atmosphere, and to engage in any and all lawful business purposes, including but not limited to the purchase and sale of Promissory Notes, Deeds of Trust and Mortgages.

ARTICLE III

The government of this corporation, and the management of its affairs, shall be vested in a Board of Directors consisting of not less five (5) nor more than nine (9) members, and within such limits, the number, and qualifications, term of office, manner of election, and powers and duties of Directors shall be fixed and may be altered from time to time, as may be provided for in the Bylaws. The incorporators shall act in the capacity of Directors of this Corporation until their successors are elected and qualified. Directors shall serve for one (1) year.

ARTICLE V

This corporation is formed without any purpose of financial profit, and there shall be no financial profit for the Corporation, its members, or its officers, thus shall be considered a non-profit organization under the laws of the state of Idaho and the United States of America. There shall be no capital stock at this time, but yearly dues may be provided for in the By-laws.

ARTICLE VI

A. All Corporations, Firms, Business Establishments or reputable persons, who are a citizen of the United States, regardless of race, religion or political viewpoint, are eligible for membership as provided for in the By-laws.

B. Voting power of the members of this Corporation shall be equal and each member shall have one vote only.

ARTICLE VI

For the purpose of carrying out said objectives and purpose, the corporation may, with the authority of two-thirds of the Board of Directors, acquire and receive in its Corporate name by purchase, gift, grant, or bequest, any real or personal property, and to hold, transfer, sell, mortgage, convey, let or otherwise use the same.

ARTICLE VII

The Corporation shall have as its Officers: a President, Vice-President, Treasurer and Secretary. The officers shall be elected by the general membership at the annual meeting and shall serve for one (1) year.

ARTICLE VIII

The Board of Directors and all officers shall be elected at the annual meeting by the members of the Association.

The annual meeting shall be the first meeting in April.

ARTICLE IX

and initial Directors

Name and addresses of the incorporators are as follows:

Dwight Nichols R#1 Kuna Ida 83634
Clinton D. Agnew Box 143 Melba Ida 83641
Ruth E. Richer Box 188 Melba, Ida 83641
Clarence M. McDorman Box 125 Melba IDA 83641
Stanley W. Vail Box 217 Melba IDA 83641
Robert M. Prosser Drawer A Melba, Ida 83641

ARTICLE X

Upon the dissolution of this Association for any cause, all the property both real and personal then owned or controlled by this Association shall become the absolute property of such tax exempt corporation as shall be designated in the Bylaws.

ARTICLE XII

The private property of the members of the Association shall not be subject to the payment of corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the corporation.

DATED this 20th day of March, 1987.

Donald Nichols
Clinton D. Johnson
Robert M. Proesch

Ruth E. Riche
Clarence W. McDorman
Guyton W. Vail

Rynw Perry, Notary
Melba, ID.