



CERTIFICATE OF INCORPORATION
OF

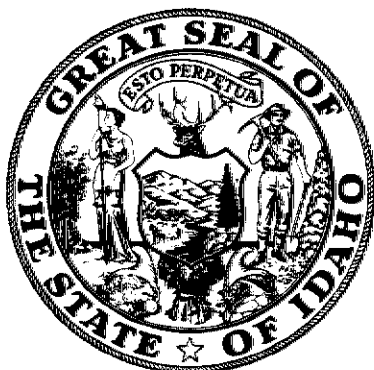
ONEIDA COUNTY BUSINESS ASSISTANCE CORPORATION

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 ONEIDA COUNTY BUSINESS ASSISTANCE CORPORATION,

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 1, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

ONEIDA COUNTY BUSINESS ASSISTANCE CORPORATION

AUG 24 2 40 PM '84
STATE

We, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a non-profit corporation for the purposes hereinafter stated and pursuant to the provisions of Chapter 3 of Title 30 of the Idaho Code, and all acts amendatory thereto and supplemental thereof, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "Oneida County Business Assistance Corporation".

ARTICLE II

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof. The purpose for which this corporation is created is non-profit and shall never include pecuniary profits, gain or private advantage for the incorporators, trustees, officers, agents or for the corporation. The purposes for which said corporation is formed are:

A. To establish, encourage and promote business and economic development of every kind, nature and description in the Oneida County, Idaho area, including the receiving and administration of federal, state, county or city grants for the purposes of such economic development.

B. To generally engage in, conduct, promote, support, or contribute to, any activities, projects, businesses or endeavors whose purposes are deemed beneficial to the economic climate of Oneida County, and which do not in any way contemplate pecuniary gain or profit to this corporation.

C. To receive and maintain a fund or funds of real and personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for business and economic development.

D. No part of the net earnings of the corporation shall inure to the benefit of any officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, officer of the corporation or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

E. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

F. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to a business league which would then qualify under the provisions of Section 501(c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or any other organization qualifying under Section 501(c) (6) of the Internal Revenue Code.

ARTICLE III

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

A. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description, and wherever situate, and to sell, convey and dispose of any such property or funds and to invest or reinvest the principal thereof in such manner as it may see fit, and to deal and expend the income therefrom or any principal for any of the purposes of the corporation without limitations, except such limitations, if any, as may be contained in any instrument under which any property is received, and any limitations under the laws of the State of Idaho regulating the powers of non-profit corporations, and providing that such limitations and conditions are not in conflict with the provisions of Section 501(c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

B. To receive any property, real or personal, in trust under the terms of any Will, Deed of Trust, or any other trust instrument for the purposes of this corporation and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which any property is received, including the expenditure of principal as well as income for such purposes if authorized or directed in such trust instrument.

C. To acquire by purchase or lease, or otherwise, land and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures and any part of any buildings or other structures of any kind owned or held by the corporation.

D. To receive, take title to, own, hold, use, invest and reinvest its funds in such stocks, common or preferred, bonds, debentures, mortgages and in such other securities and properties as its board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided that such limitations and conditions are not in conflict with the provisions of Section 501(c) (6) of the Internal Revenue Code and its regulations as they now exist or as

they may hereafter be amended, and while the owner of any stocks, to vote the same as a natural person could do.

E. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

F. To appoint agents and subagents and enter into all necessary contracts with agents and subagents.

G. To borrow money and otherwise incur indebtedness in the manner provided for in the By-Laws of the corporation and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments and contracts for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

H. To convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal; to lend money; to sue and to be sued; to conduct its affairs in the State of Idaho.

I. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are not or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provisions of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation, and as may be exercised by an organization exempt under Section 501(c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, and by an organization contributions to which are deductible under Section 170(c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The location and street address of the registered offices of the corporation and the initial registered agent at such address shall be:

R. Blair Hawkes
33 Bannock Street
Malad, Idaho
83252

ARTICLE VI

This corporation shall have two classes of members:

A. People who have paid or irrevocably pledged \$1,000.00 or more to capital of the corporation.

B. All others who have paid or irrevocably pledged not less than \$100.00 nor more than \$900.00.

ARTICLE VII

This corporation is organized without capital stock. The voting power and property rights and interest of the members of this corporation shall be determined upon the following basis to-wit:

A. The voting power of the members shall reside with Class A Members whose voting powers shall be equal.

B. Members shall have no rights or interest in the property of the corporation, the property of the corporation being dedicated exclusively to non-profit purposes as hereinabove set forth.

C. No members shall be liable for any debt or obligation of the corporation.

ARTICLE VIII

The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors as provided for in the By-Laws.

The names and addresses of the incorporators and initial Board of Directors are as follows:

R. Blair Hawkes
33 Bannock Street
Malad City, Idaho 83252

Jack Allred
80 East 50 South
Malad City, Idaho 83252

Wesley Crowther
60 North Main
Malad City, Idaho 83252

Mark Evans
717 North 500 West
Malad City, Idaho 83252

Jim Clifford
71 North Main
Malad City, Idaho 83252

Roger Facer
48 North Main
Malad City, Idaho 83252

Rick Griffiths-
96 West 100 North
Malad City, Idaho 83252

These individuals shall serve as directors until their successors are elected and qualified.

These Articles may be amended by a two-thirds (2/3) vote of the stockholders of said corporation.

ARTICLE X

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively as a business league under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

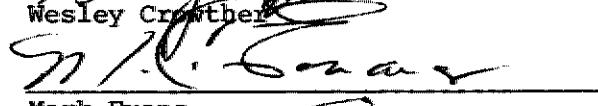
Under no circumstances shall any of the property or assets of this corporation during the existence and/or upon the dissolution thereof go to or be distributed to any officer, member or subsidiary of this corporation.

IN WITNESS WHEREOF, we, being the incorporators, have hereunto set our hands this 23rd day of August, 1984.


R. Blair Hawkes


Jack Alred


Wesley Crowther


Mark Evans


Jim Clifford


Roger Facer


Rick Griffiths

STATE OF IDAHO)
) ss
COUNTY OF ONEIDA)

On the 23rd day of August, 1984, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared R. BLAIR HAWKES, JACK ALLRED, WESLEY CROWTHER, MARK EVANS, JIM CLIFFORD, ROGER FACER, AND RICK GRIFFITHS, known or identified to me to be the persons whose names are subscribed to the within ARTICLES OF INCORPORATION, and acknowledged to me that they 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.

Reuben Braker
Notary Public for Idaho
Residing:
Commission Expires: