



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FAIRWOOD PLAZA MERCHANTS PROMOTIONAL ASSOCIATION, 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 **FAIRWOOD PLAZA**
MERCHANTS PROMOTIONAL ASSOCIATION, 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 January 27, 1988.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

FAIRWOOD PLAZA MERCHANTS PROMOTIONAL ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME.

The name of this corporation shall be FAIRWOOD PLAZA MERCHANTS PROMOTIONAL ASSOCIATION, INC. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION.

The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSES.

This corporation is organized to promote the common business interests of its members and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the respective lease agreements entered into between the retail tenants and the owner (Landlord) of the shopping center known as "Fairwood Plaza."

ARTICLE 4. MEMBERS.

The corporation shall have one class of members, which shall consist of retail tenants from time to time occupying space in the shopping center known as the "Fairwood Plaza" and Milwaukee Shopping Center Limited Partnership, an Idaho limited partnership, the "Owner" or "Landlord" of said shopping center and its successors in interest from time to time, who shall, except as otherwise provided, automatically become members of the association upon acquisition of such leasehold or ownership interest. Anchor tenants or major users (those leasing or owning space of 6,000 square feet or more) and owners of property other than Landlord shall not be required to be regular members. As used in these Articles, the terms "Fairwood Plaza" and "Shopping Center" shall include any buildings to be constructed on property included by the Owner (Landlord) within

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the commercial development known as the "Fairwood Plaza." Membership in the corporation shall be automatically terminated upon termination, expiration or transfer of the member's leasehold or ownership interest, as the case may be, in the Shopping Center to which such membership pertains. Any member whose leasehold or ownership interest in the Shopping Center is terminating, expiring or being transferred shall notify the secretary of the corporation of such event and of the effective date thereof.

In addition to the regular membership in this corporation set forth above, the board of directors may, by majority vote, extend provisional nonvoting associate membership to persons or entities conducting retail or other businesses upon premises contiguous to or within the immediate vicinity of the Shopping Center. Such associate memberships shall be terminable at the will of the board of directors and shall have no voting rights in this corporation of any type or kind and shall constitute voluntary participation only on the part of such associate member. Associate members shall be obligated for such dues and special assessments as may be set by the association's board of directors from time to time as a condition of associate membership.

ARTICLE 5. VOTING OF MEMBERS.

Each tenant member of the association shall have one (1) vote. The Owner (Landlord) shall have one (1) vote, regardless of the amount of space occupied or leased by tenants from time to time.

ARTICLE 6. REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is 100 N. 9th Street, Suite 300, Boise, Idaho 83702, and the name of its initial registered agent at such address is Consolidated Property Management, Inc., an Idaho corporation (Attention: Charie A. Williams).

ARTICLE 7. DIRECTORS.

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein, except that the Owner (Landlord) of the Shopping Center shall have the permanent right to appoint one director to the board of directors of the corporation.

The initial board of directors shall consist of three (3) directors. The number of directors, other than the initial board, and the election thereof shall be fixed by the Bylaws of the Corporation. The names and addresses of the persons who

shall serve as the initial directors until the first meeting of the members and until their successors are elected and qualify unless they resign or are removed are:

Patrick T. Hamblet	100 N. 9th Street, Suite 300 Boise, Idaho 83702
Cherie A. Williams	100 N. 9th Street, Suite 300 Boise, Idaho 83702
Linda Roberts	100 N. 9th Street, Suite 300 Boise, Idaho 83702

ARTICLE 8. INCORPORATOR.

The name and address of the incorporator is:

Cherie A. Williams
100 N. 9th Street, Suite 300
Boise, Idaho 83702

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS.

No amendment to these articles or to the bylaws of the corporation shall be effective unless approved in writing by the Owner (Landlord); and the assessment payable by the Owner (Landlord) shall in no event be increased without its prior written consent.

EXECUTED In duplicate this 25th day of January, 1988,
by the undersigned incorporator.


Cherie A. Williams