

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY DISTRICT ASSOCIATION OF NAMPA INC.**

2010 JAN 26 PM 3:52

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation ("Articles").

**Article I - Name.**

The name of the corporation is University District Association of Nampa Inc. (the "Corporation").

**Article II - Nonprofit Status.**

The Corporation is a nonprofit corporation.

**Article III - Period of Duration.**

The period of duration of the Corporation is perpetual.

**Article IV - Registered Office and Agent.**

The location of the Corporation is in the City of Nampa, County of Canyon, and in the State of Idaho. The address of the initial registered office is 623 Holly Street, Nampa, Idaho 83686, and the name of the initial registered agent at that address is Joel K. Pearsall.

**Article V - Purposes.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To work with the City of Nampa, Northwest Nazarene University, and the citizens residing in the University District to restore, enhance and preserve the unique character of the University District while enhancing the livability for all residents and users of the University District.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3), or the corresponding section of any future federal tax code.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value.

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Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### Article VI - Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### Article VII - No Members.

The Corporation shall not have any members.

#### Article VIII - Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
\Rodney Ashby	411 3rd St. S., Nampa, ID 83651
\Mark Bekkedahl	1512 12th Ave. Rd., Nampa, ID 83686
\Robert Hobbs	411 3rd St. S., Nampa, ID 83651

Wayne Hoffman	124 Fern St., Nampa, ID 83686
Jerry Hull	Northwest Nazarene University 623 Holly Street, Nampa, ID 83686
Dan Jones	1515 8th St. S, Nampa, ID 83686
Paula Kellerer	619 S. Canyon, Nampa, ID 83686
Byron Knight	Northwest Nazarene University 623 Holly Street, Nampa, ID 83686
Cliff Long	411 3rd St. S., Nampa, ID 83651
Joel Pearsall	Northwest Nazarene University 623 Holly Street, Nampa, ID 83686
Dave Peterson	Northwest Nazarene University 623 Holly Street, Nampa, ID 83686
Andy Rodriguez	211 19th Ave. N., Nampa, ID 83687

#### Article IX - Distribution Upon Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### Article X - Incorporator.

The name and street address of the incorporator is Michael W. McGreaham, 101 South Capitol Blvd., 10th Floor, Boise, Idaho 83702.

Article XI - Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 25th day of January, 2010.

  
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Michael M. McGreaham, Incorporator