



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

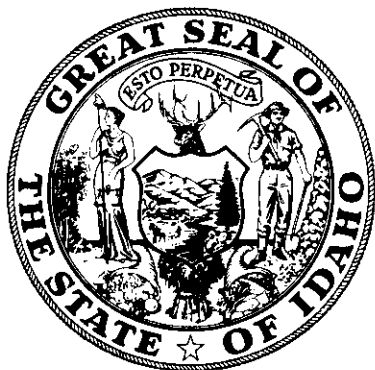
COEUR D'ALENE DOWNTOWN BUSINESS AND PROFESSIONAL ASSOCIATION, INC.

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 COEUR D'ALENE DOWNTOWN BUSINESS AND PROFESSIONAL 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 February 9, 19 84.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
FOR
COEUR D'ALENE DOWNTOWN BUSINESS
AND PROFESSIONAL ASSOCIATION, INC.

1. The name of the corporation is the Coeur d'Alene Downtown Business and Professional Association, Inc.
2. This corporation is a nonprofit corporation.
3. The duration of this corporation shall be perpetual.
4. Nonprofit Purpose: The Corporation is formed exclusively for purposes for which a corporation may be formed under the Non-profit Corporation Law and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers except to the extent permitted under the Nonprofit Corporation Law. The Corporation shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.
5. Scope of Activity: The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desireable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and

to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

6. Distribution on Dissolution or Liquidation: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Courts of the State of Idaho as provided by law, exclusively for purposes within those set forth in paragraph 9 of this certificate and within the intendment of Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

7. Income and Distribution: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, 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, trustee, officer of the Corporation or any private individual shall be entitled to share in the distri-

bution of any of the Corporate assets on dissolution of the Corporation.

8. Prohibited Activities: No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

9. The purpose of the corporation is to organize, improve and promote the trade of the downtown business community of Coeur d'Alene, Kootenai County, Idaho.

10. The address of the corporation shall be 103 South 4th Street, Coeur d'Alene, Idaho, 83814. The initial registered agent at such address is D. V. Moyer.

11. The number of directors constituting the initial board of directors shall be seven.

12. Membership of the corporation is available to any person, corporation, partnership, or association operating a business on or within the area North of Lake Coeur d'Alene, South of Garden Avenue, East of Northwest Boulevard, and West of 7th Street, Coeur d'Alene, Kootenai County, Idaho.

13. The management of the affairs of this corporation shall be vested in its board of directors.

14. The following members comprise the initial board of directors:


<u>NAME</u>	<u>ADDRESS</u>
D. V. Moyer	305 Sherman Avenue, Coeur d'Alene, Idaho
Jim Patano	208 North 4th, Coeur d'Alene, Idaho
Larry Holstein	North Shore Plaza, Coeur d'Alene, Idaho

Dan Clark
Nancy Flagan
Gayle Anthony
Dave Walker

307 Sherman Avenue, Coeur d'Alene, Idaho
217 Sherman Avenue, Coeur d'Alene, Idaho
325 Sherman Avenue, Coeur d'Alene, Idaho
107 North 4th, Coeur d'Alene, Idaho

15. The incorporator of the corporation is D. V. Moyer of
Coeur d'Alene, Idaho.

DATED: 2-3-54



D. V. MOYER