



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CALDWELL CHAMBER OF COMMERCE, INC.

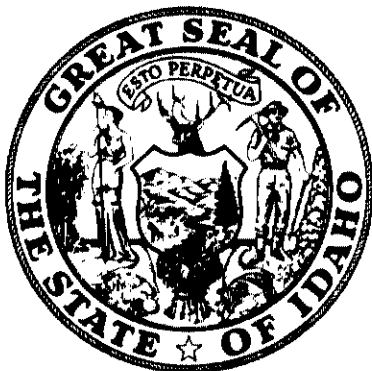
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CALDWELL 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 July 11, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zalala

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

CALDWELL CHAMBER OF COMMERCE, INC.

ARTICLE I.

NAME

That the name of this corporation is: CALDWELL
CHAMBER OF COMMERCE, INC.

ARTICLE II.

PURPOSES AND POWERS

This corporation is a non-profit organization,
and is formed for benevolent, charitable and social
purposes, and especially as follows:

1. To promote co-operation in all matters of
interest to the business and professional
persons of the Caldwell Community; to develop an
increased civic interest; to create and maintain
higher standards in business dealings; to
compile and distribute information to its
members, and other persons interested in said
Caldwell Community, for their benefit; to aid
and protect its members and to do all things as
are properly within the scope of such an
association for the welfare of its members and
its community.

2. To purchase or otherwise acquire and to
hold, own and exercise all rights, of ownership
in real estate and personal property and to
sell, transfer or mortgage said real estate and
personal property; to borrow money; to erect
buildings or other structures necessary and
proper for the carrying out of the purposes
herin mentioned; to enter into all contracts
necessary in conducting its affairs; to render
such benevolent aid and assistance to its
members as provided by its Bylaws; and to
receive donations and manage, take and hold real
and personal property by gift, grant, devise or
bequest.

ARTICLE III.

PLACE OF BUSINESS

That the principal place of business of this
corporation shall be at Caldwell, County of Canyon, State
of Idaho.

That the address of the intial registered
office is 300 Frontage Road, Caldwell, Idaho 83605. The
intial registered agent is Rena M. Offutt, President/CEO.

ARTICLE IV.

TERM OF EXISTENCE

That the term for which this corporation is to exist shall be perpetual from and after the date of its incorporation.

ARTICLE V.

CAPITAL STOCK

This corporation does not have and shall not have any capital stock, neither shall it issue to its members, certificates representing capital stock and this corporation shall not be operated for pecuniary profit.

ARTICLE VI.

DIRECTORS

The number of Directors of this corporation shall be twelve (12) plus the past Chair, qualifications of Directors and manner of election shall be provided for in the Bylaws. The names and addresses of those who are to serve as incorporating Directors and until the election and qualification of the successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Ronald G. Harnéck</u>	<u>15544 Longhorn Dr, Caldwell ID 83605</u>
<u>R.T. Fitzsimons</u>	<u>4012 Meadow Ave, Caldwell ID 83605</u>
<u>Craig Beukelman</u>	<u>910 Cleveland Caldwell ID 83605</u>
<u>Leona R. Fouts</u>	<u>2307 Pleasanton, Caldwell, ID 83605</u>
<u>Grant E. Gibbons</u>	<u>23252 KINGSBURY MIDDLETON, ID 83644</u>
<u>James H. Goodell</u>	<u>16207 Kimball Ave., Caldwell, ID. 83605</u>
<u>Keith Harness</u>	<u>1722 Taft Caldwell ID 83605</u>
<u>Robert N. Jarboe</u>	<u>1920 S. 10th Caldwell 83605</u>
<u>Steven D. Nielson</u>	<u>218 Hilldrop, Caldwell, ID 83605</u> 83651
<u>Rick Roberson</u>	<u>1212 3RD. AVE. N. ALAMOGA ID</u>
<u>Roberta Tavares</u>	<u>1101 CLEVELAND BLVD, CALDWELL, ID 83605</u>
<u>Robert M. Wilson</u>	<u>3409 Colorado Caldwell, ID 83605</u>
<u>Vacant</u>	

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in any respect at any regular or special meeting of members called for that purpose. An amendment must first be approved by two-thirds vote of the Board of Directors and then adopted by the affirmative vote of two-thirds of the members present and voting at said meeting, provided, that a quorum, as specified by the Bylaws of said corporation be present. Notice of any proposed amendment shall, after approval of two-thirds of the Board of Directors, be given to the members in the manner provisioned by the Idaho Code.

IN WITNESS WHEREOF, We have hereunto set our hands as incorporators at Caldwell, Idaho, this 1st day of July, 1991.

Donald H. Larnick
Robert L. Larnick
Craig B. Larnick
Robert L. Larnick
Robert L. Larnick
James H. Larnick
Keith Larnick
Robert L. Larnick
Robert L. Larnick
Robert L. Larnick
Robert L. Larnick
Vacant

Sworn & Subscribed before me this

1st Day of July, 1991

Jay Dunlap

Notary Public - Idaho

Commission Expires 9-19-93