

**FILED****ARTICLES OF INCORPORATION**

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**OF**SECRETARY OF STATE  
STATE OF IDAHO**GREATER IDAHO FALLS CONVENTION AND VISITORS BUREAU, INC.****A Non-Profit Corporation**

\* \* \*

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, all being natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Idaho Nonprofit Corporation Act and we do hereby certify:

**ARTICLE I**

The name of the corporation shall be Greater Idaho Falls Convention and Visitors Bureau, Inc. The corporation is a non-profit corporation.

**ARTICLE II**

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

**ARTICLE III**

The purposes for which this corporation is formed are as follows:

(a) To promote the welfare of the lodging, convention and tourism industries in the Corporation's region ("Region"), i.e. Bingham, Bonneville, Jefferson, Madison and Teton Counties.

(b) To educate members, the general public, and representatives of government at all levels of the needs and concerns of the lodging, convention and tourism industries.

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- (c) To promote tourism and business in the Region.
- (d) To promote public awareness of lodging, convention and tourism industry issues.
- (e) To work with legislative and administrative persons and entities at all levels to support and promote the lodging, convention and tourism industries.
- (f) To encourage ethical practices in the lodging, convention and tourism industries.
- (g) To support and encourage private enterprise solutions and practices in the lodging, convention and tourism industries.
- (h) To do all things and to take all actions necessary or incidental to the accomplishment or promotion of the foregoing purposes.

#### **ARTICLE IV**

The street address of the corporation's initial registered office is 645 LINDSAY BLVD. IDAHO FALLS, ID 83402 The name of the initial registered agent located at such address is WENDY BRYAN

#### **ARTICLE V**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 Articles III and VI.

#### **ARTICLE VI**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated under the Idaho Nonprofit Corporation Act, as the Board of Directors shall determine.

#### **ARTICLE VII**

The corporation will have members of two classes - Active Members and Allied Members. Active membership shall be open to persons actively engaged in providing lodging, convention and tourism services in the Region. Allied membership shall be open to persons actively associated with the tourism/hospitality industry who are not qualified for active membership. Active Members shall have the right to vote on corporate business, pursuant to the provisions of the bylaws, but Allied Members shall have no right to vote and shall not be counted for purposes of determining a quorum or majority of members. Qualifications for, and rights of, members shall be as established by the Board of Directors in the corporate bylaws. Certificates of membership shall be issued to the members. Membership fees, dues or assessments may be levied upon all Active Members.

**ARTICLE VIII**

The management and control of the corporation shall be vested in its Board of Directors comprised of Active Members who shall be elected in accordance with the bylaws of the corporation. The corporation shall initially have five directors. The number of directors shall thereafter be between 5 and 15, as set by the bylaws. The names and addresses of the incorporators and of the initial directors, all of whom shall serve as such until their successors are selected and qualified in accordance with the provisions of the bylaws, are:

Wendy L. Bryan  
WENDY L BRYAN

WENDY L. BRYAN  
645 LINDSAY BLVD  
IDAHO FALLS, ID 83402

Charles Marshall  
CHARLES MARSHALL

CHARLES MARSHALL  
700 LINDSAY BLVD  
IDAHO FALLS ID 83402

Kris Thomson  
KRIS THOMSON

780 Lindsey  
Idaho Falls, ID 83402

Stacey Pearson  
STACEY PEARSON

195 S. Colorado  
Idaho Falls ID 83402

Christine Corkins  
CHRISTINE CORKINS

645 LINDSAY BLVD  
IDAHO FALLS, ID 83402

**ARTICLE IX**

These articles may be altered or amended only upon vote of two-thirds of the Board of Directors and of at least two-thirds of the Active Members entitled to vote.

IN WITNESS WHEREOF, these Articles have been signed this 28<sup>th</sup> day of APRIL, 1999.

[Signature]

[Signature]

Wendy R. Bryan

Harry Pearson

[Signature]