

FILED EFFECTIVE

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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OF

**SECRETARY OF STATE
STATE OF IDAHO**

**FIRST TERRITORIAL CAPITOL OF IDAHO REVITALIZATION PROJECT, INC.
An Idaho, Non-Profit Corporation**

The undersigned, acting as the incorporator/director of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act"), adopts the following Second Amended and Restated Articles of Incorporation for the Corporation which have been unanimously accepted by the Board of Directors.

ARTICLE I. NAME.

The name of the Corporation is FIRST TERRITORIAL CAPITOL OF IDAHO REVITALIZATION PROJECT, INC.

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. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office is 322 Main Street, Lewiston, Idaho, and the name of the initial registered agent at this address is Edwin L. Litteneker.

ARTICLE V. PURPOSES.

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

A. Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not

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IDAHO SECRETARY OF STATE
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disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. 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 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 Article V hereof.

ARTICLE VII. MEMBERS.

The Corporation shall have members as designated by the Bylaws. Any person may become a member of the Corporation in accordance with the provisions set forth in the Bylaws.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3), or more than thirteen (13) individuals. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members in accordance with the Bylaws. A Director must be a Member of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Butch Alford	111 Main Street, Ste 120, Lewiston, Idaho
Keith Havens	111 Main Street, Ste 120, Lewiston, Idaho
John A. Mock	111 Main Street, Ste 120, Lewiston, Idaho
John (Jay) Krauss	111 Main Street, Ste 120, Lewiston, Idaho
Barbara Bush	111 Main Street, Ste 120, Lewiston, Idaho
Bill R. Miller	111 Main Street, Ste 120, Lewiston, Idaho
Patty Weeks	111 Main Street, Ste 120, Lewiston, Idaho

Tom Eier
Ron Karlberg
Lyle Wirtanen
Mike Mitchell
Paul Stewart
Melva E. Mock
Dick Riggs
Sara Storey

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ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of members and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON 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 a manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court for 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.

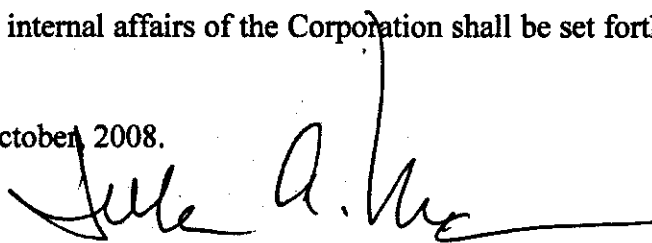
ARTICLE X. INCORPORATOR.

The name and street address of the initial incorporator is John A. Mock, 111 Main Street, Ste 120, Lewiston, Idaho 83501.

ARTICLE XI. BYLAWS.

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

DATED this 31 day of October, 2008.

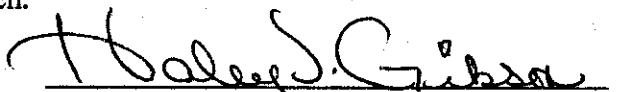
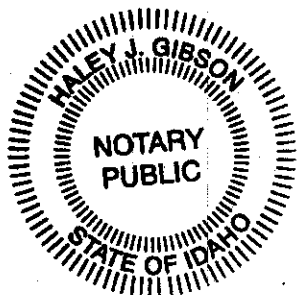


John A. Mock, Incorporator/Director

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 31 day of October, 2008, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared **JOHN A. MOCK**, known to me to be the person whose name is subscribed to me and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate above written.



Notary Public in and for the State of Idaho
residing at Lewiston, therein

My Commission Expires: 3-31-2009