

FILED
ARTICLES OF INCORPORATION
FEB 9 4 25 PM '98
OF
SECRETARY OF STATE
MERIDIAN MERCHANT'S ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENT, That we, the undersigned, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I

CORPORATE NAME

The name of this non-profit corporation shall be:

Meridian Merchant's Association, Inc.

II

EXISTENCE

The period of existence and duration of the life of this non-profit corporation shall be perpetual.

III

REGISTERED AGENT

The name, location and address of the registered agent and registered office of this non-profit corporation shall be as follows:

IDAHO SECRETARY OF STATE
629 821 1998 09:30
CK: 7755 CT: 25073 BH: 78316

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C123725

Gwen Alger
134 East State Avenue
Meridian, ID 83642

The names and addresses of the initial Directors of this non-profit corporation shall be:

Gwen Alger
P.O. Box 157
Meridian, ID 83680

Lisa Sexton
141 E. Carlton
Meridian, ID 83642

Chuck McLaughlin
426 East 1st Street
Meridian, Idaho 83642

IV
PURPOSES

The nature of the business and the objectives and purposes of this non-profit corporation shall be:

To unite the retail industry in Meridian, Idaho.

To draw upon the collective strength, talent and commitment of its members to enhance their professionalism and improve the overall retail business climate.

To influence political, legislative and regulatory matters.

To be a resource for members to enhance business opportunities.

To promote partnerships with community groups, related industries and government entities to accommodate Meridian's expanding economy.

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To provide educational opportunities for the professional advancement of its members.

To conduct itself as a non-profit corporation for Federal and State tax purposes as defined by § 503(c) of the Internal Revenue Code.

To buy, sell, acquire, transfer, exchange, lease, rent, occupy and possess, whether for business or commercial purposes, real property including but not limited to, timber, water and minerals of all kinds and nature, and to sell, subdivide, separate and segregate for sale, lease, transfer, exchange or purchase, any and all portions of such real property to which the non-profit corporation may own, possess or hold option or title of any kind.

To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; and, to loan its funds, with or without security, on notes, open accounts or otherwise.

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts, or obligations of any non-profit corporation or corporations, association or associations,

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domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks, so owned.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, enterprises, undertakings and operations.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

To buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner dispose of or encumber real estate necessary to the purposes and objectives of the non-profit corporation and any and all estates and interests therein, whether within or without the State of Idaho.

To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise,

concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the non-profit corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

To acquire, and pay for in cash, the good-will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or non-profit corporation.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the non-profit corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the non-profit corporation's property or rights.

To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said non-profit corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

To have one or more offices, and to carry on all or any of its operation and business and without restriction or limit as to amount, and to purchase, or otherwise dispose of real and personal property of every class and description in any of the states and districts of the United States.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that an enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this non-profit corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon non-profit corporations.

DIRECTORS' POWERS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter By-Laws of this non-profit corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgage and liens upon the real and personal property of this non-profit corporation. If the By-Laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the By-Laws of this non-profit corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this non-profit corporation, and have power to authorize the seal of this non-profit corporation to be affixed to all papers which may require it.

The Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this non-profit corporation, including its goodwill and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the non-profit corporation.

This non-profit corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI

MEMBER LIABILITY

The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

VII

OFFICERS

The name and address of each of the initial officers and their offices, shall be as follows:

Gwen Alger
P.O. Box 157
Meridian, ID 83680

Lisa Sexton
141 E. Carlton
Meridian, ID 83642

VIII

DISSOLUTION

In the event of the dissolution or final liquidation of this non-profit corporation, distribution of any assets or funds held by the non-profit corporation, shall be distributed to the City of Meridian designated for use in Old Town Meridian.

IX

MEMBERSHIP

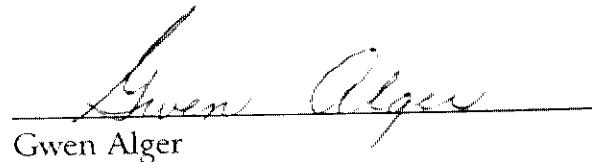
This non-profit corporation will have members. To qualify for membership in this non-profit corporation, a member must be currently a merchant within boundaries defined as the area between Locust Grove and Linder Road and from Ustick Road to Overland Road, and shall be current with the payment of the corporation's annual dues of \$50.00. The members of this non-profit corporation shall be listed on a membership roster which shall be retained by the corporation's Secretary and which shall reflect only those members who are current in the payment of their dues. Any person who has failed to pay the dues as set by the Board of Directors shall not be a member and shall not exercise the rights and privileges of membership of this non-profit corporation.

X

AMENDMENT

This non-profit corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are granted, subject to this reservation.

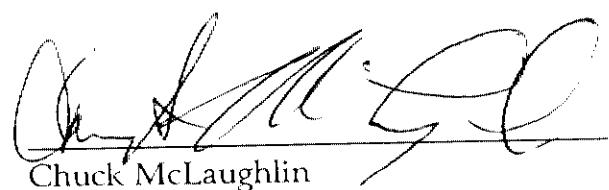
WE, THE UNDERSIGNED, being each one of the original Directors and members of Meridian Merchant's Association, Inc., for the purpose of forming a non-profit corporation to do business both within and without the State of Idaho, and pursuant to the laws of the State of Idaho, do make and file these Articles of Incorporation for non-profit corporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 9th day of February 1998.



Gwen Alger



Lisa Sexton



Chuck McLaughlin

STATE OF IDAHO)
 : ss.
County of Ada)

On this 9th day of February 1998, before me the undersigned, a Notary Public for said State, personally appeared Gwen Alger, Lisa Sexton and Chuck McLaughlin, known or identified to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same of their own free will.

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



Frances Stern
Notary Public for Idaho

Residing at: Bonne 11

My Commission Expires: 7/21/2001