



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

TETON VALLEY BUSINESSMEN'S 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 _____

TETON VALLEY BUSINESSMEN'S 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 May 20, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
TETON VALLEY BUSINESSMEN'S ASSOCIATION, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Idaho Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of the corporation is TETON VALLEY BUSINESSMEN'S ASSOCIATION, INC. Said corporation is a nonprofit corporation.

ARTICLE II

Existence

The existence of the corporation shall be perpetual unless dissolved according to law.

ARTICLE III

Purpose

The general nature of the business to be transacted by the corporation and the purposes for which the corporation is organized are as follows:

(a) To engage in and encourage the promotion of events and activities and the dissemination of information to advance, improve and promote the commercial, financial, industrial, civic, cultural, educational and social interests and well-being of the businesses and citizens residing within the geographical area known as Teton Valley, Idaho, and to aid and cooperate with State

of Idaho, the various cities and other governmental agencies and other civic organizations in the advancement of these objectives and purposes.

(b) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents of Teton Valley, Idaho.

(c) This corporation shall not take part in or lend its influence to the election of any candidate for federal, state, county, city, or other public office, or otherwise engage in political activity or pursue political purposes of any kind or character. This section shall not be construed, however, to prohibit or restrict the corporation from taking a position on or supporting any topic or the activities of a government entity which are important to achieving the object and purposes of the corporation.

(d) No part of the net earnings of this corporation shall inure to the benefit of any private shareholder, member or individual, and the corporation shall observe and comply with all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code, as amended, and the Idaho Nonprofit Corporation Act.

(e) In general to do any and all things that are incidental and conducive to the attainment of any above object and purpose, to the same extent as natural persons might or could do, which now or hereafter may be authorized by the laws of the United States and the State of Idaho, as the Board of Directors may deem to the advantage of the corporation, and to engage in any other business which can lawfully be carried on by a corporation under the Idaho Nonprofit Corporation Act.

ARTICLE IV

Membership

The corporation shall be comprised of regular, corporate, associate and honorary classes of membership, each of which classes shall be comprised of all persons, firms, partnerships, corporations and other entities meeting the qualifications for membership in that particular class as specified in the bylaws adopted by the corporation and shall have all rights of membership, respectively, as designated therein. The members of

the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation. The management of the corporation shall be vested in its board of directors and not in the members and the authority of said board of directors shall be as set forth in the bylaws of the corporation.

ARTICLE V

Membership Fees

Membership fees or dues may be levied upon all members. The board of directors is authorized to fix the amount thereof from time to time, and make them payable at such times or intervals, and upon such notice, and by such methods as the directors may prescribe. Payment of fees or dues may be made enforceable by action or by the forfeiture of membership, or both, upon notice given in writing before commencement of such action or such forfeiture as provided in said bylaws.

ARTICLE VI

Registered Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is: Ira Koplow, P. O. Box 594, Driggs, Idaho 83422.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is seven (7). The names and addresses of the three (3) persons who are to serve as interim board of directors until the full board of directors is elected at

the first annual meeting of members or until their successors and the remaining four directors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Brooke Saindon	Victor, Idaho 83455
Wendell C. Gillette	Victor, Idaho 83455
Richard I. Koplow	Driggs, Idaho 83422

ARTICLE VIII

Incorporators

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Richard I. Koplow	Driggs, Idaho 83422
Wendell C. Gillette	Victor, Idaho 83455

ARTICLE IX

Internal Affairs

Provisions for the regulation of the internal affairs of the corporation are:

(a) That provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws of the corporation adopted by its Board of Directors.

(b) That these Articles and the said bylaws may be adopted, altered or amended only with the approval of the Board of Directors and the approval of at least two-thirds (2/3) majority vote of the Members entitled to vote.

IN WITNESS WHEREOF, we the undersigned original incorporators
hereinabove named, have hereunto set our hands this 17 day of
May, 1985.

Richard I. Koplow
Richard I. Koplow

Wendell C. Gillette
Wendell C. Gillette

STATE OF IDAHO)
 :SS.
County of Teton)

On the 17 day of May, 1985, personally appeared before me
Richard I. Koplow and Wendell C. Gillette, who being by me first
duly sworn, severally declared that they are the persons who
signed the foregoing instrument and that the statements therein
contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
17 day of May, 1985.

Brooke Sandoz
Notary Public
Residing at: Driggs, Id.
My Commission expires: type