

FILED/EFFECTIVE

Articles of Incorporation

Of

Project Management Institute Western Idaho Chapter, Inc.

JAN 26 12:51 PM '01
STATE SECRETARY OF STATE
01/26/2001 09:00
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1 e 36.86 INC NONP

The undersigned acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I – Name

The name of the Corporation is the Project Management Institute Western Idaho Chapter, Inc., an affiliated Component of the Project Management Institute, Incorporated, ("PMI") based in Newtown Square, Pennsylvania USA.

Article II – Purposes

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

- A. To advance the general and specific purposes of the PMI within the Western Idaho area.
- B. To advance the practice and profession of project management in the community.
- C. To encourage and facilitate education, certification and professionalism in project management.
- D. To create and deliver an educational program that strengthens local project management skills and supports the Project Management Institute Certification Program.
- E. To provide a forum for discussion and examination of problems, solutions, applications and ideas related to the management of projects.
- F. To disseminate information regarding developments in project management.
- G. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 therefore, may not at that time lawfully carry on or do.

Article III – Registered Office and Agent

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 3156 W Mirage Ct., Meridian ID 83642 and the name of the initial registered agent at this address is Barbara F. Malone.

Article IV – Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. The Board of Directors shall at all times consist of a minimum of three (3) people. Each Director of the Corporation shall, at all times, be a member of the Corporation. Each Director shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

NAME	ADDRESS
Martin Danner	3783 Ticonderoga Way, Boise, ID 83706
Phyllis J. Horton	3158 N. Tattenham Ave, Boise, ID 83713
Ken Malach	13450 West Telemark St, Boise, ID 83713
Barbara F. Malone	3156 W Mirage Ct., Meridian, ID 83642
Eva McMillan	5008 Lakes Edge Pl, Boise, ID 83703
Chris Randolph	Idaho Power Company, P O Box 70, Boise, ID 83707
Trish Richards	1961 N Coolwater Ave, Boise, ID 83713
Platt Thompson	8283 Creekrun Way, Boise, ID 83703

Article V – Incorporators

The name and street address of the incorporator is:

NAME	ADDRESS
Barbara F. Malone	3156 W Mirage Ct., Meridian, ID 83642

Article VI – Mailing Address of the Corporation

The mailing address of the corporation shall be: PMB 336, 1770 W State St., Boise, ID 83702

Article VII – Members

The membership shall be open to any person interested in furthering the purposes of the organization without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

Members shall also be members of the PMI.

Each member in good standing shall be a voting member.

Article X VIII – 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)(6) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of 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 IX – 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. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended from time to time.

Article X – 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 membership 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 XI – Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated this 26th day of January, 2001

Signature of incorporator

Barbara J. Malone