

FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE PARTNERSHIP FOR ECONOMIC PROSPERITY, INC.

2016 APR -4 PM 3: 54
SECRETARY OF STATE
STATE OF IDAHO
MAINTENANCE

We, the undersigned natural persons of the age of 18 years or more, acting as the original incorporators and the sole Members of The Partnership for Economic Prosperity, Inc. (PEP) a non-profit corporation organized under the laws of the State of Idaho, adopt the following Amended and Restated Articles of Incorporation:

FIRST: The name of the nonprofit corporation is: THE PARTNERSHIP FOR ECONOMIC PROSPERITY, INC.

SECOND: The period of duration is perpetual.

THIRD: This corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to administer, and expend funds for the following purposes for the benefit of the citizens of Latah County, its incorporated cities and the University of Idaho:

1. To create and implement a coordinated, comprehensive program of economic development;
2. To produce quality employment opportunities compatible with local values;
3. To encourage collective involvement of employers and local government to work towards the common goal of economic development;
4. To educate citizens and businesses regarding opportunities;
5. To advocate for economic growth and diversity;
6. To promote business, manufacturing, and industry development;
7. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

FOURTH: The corporation shall have a Board of Directors and non-voting members, as more clearly specified in the Bylaws.

FIFTH: No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof.

SIXTH: The regulation of the internal affairs of the corporation shall be carried on through its Board of Directors and prescribed according to its Bylaws; the manner of their election or

appointment, other than the initial Board of Directors provided for herein, shall be provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors at any time and in any location approved by the Board.

SEVENTH: The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

NINTH: Upon dissolution of the corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to an organization which engages in activities substantially similar to those of the corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

TENTH: The address, including the street and number, of its initial registered office is 411 S. Main, Moscow, Idaho 83843, and the name of its initial registered agent at such address is Gina M. Taruscio.

ELEVENTH: The directors of the corporation reserve the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation. In order to amend these Articles, a super-majority vote of 75% of the Board of Directors is required.

TWELFTH: The number of directors constituting the initial Board of Directors shall be three (3), but the number of directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three. The names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

GARY J. RIEDNER – 206 E. Third Street, Moscow, ID 83843

PAUL KIMMELL – 107 S. Grand Avenue, Suite E, Pullman, WA 99163

GINA M. TARUSCIO- 411 S. Main Street, Moscow, ID 83843

THIRTEENTH: The name and address, including street and number, of each initial member, who also served as an original incorporator, is:

GARY J. RIEDNER - 206 E. Third Street, Moscow, ID 8384

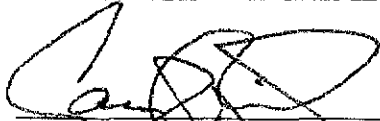
PAUL KIMMELL - 107 S. Grand Avenue, Suite E, Pullman, WA 99163

GINA M. TARUSCIO- 411 S. Main Street, Moscow, ID 83843

FOURTEENTH: These Amended and Restated Articles of Incorporation include matters which require member approval under Section 30-30-705 of Idaho Code. While the original Articles of Incorporation state that the corporation shall have voting members; the corporation will in fact have non-voting members and a voting Board of Directors as set forth in the Fourth Article above. The original Incorporators and Board of Directors are the only initial members of the corporation and therefore, by unanimous vote and consent, all members and directors hereby adopt the Amended and Restated Articles of Incorporation as set forth herein. The number of members entitled to vote was three; the number of members voting for the adoption of these Amended and Restated Articles of Incorporation was three; and the number of members that voted against adoption was zero.

IN WITNESS WHEREOF, the undersigned Directors and Members have executed these Amended and Restated Articles of Incorporation as of this 2nd day of March 2016.

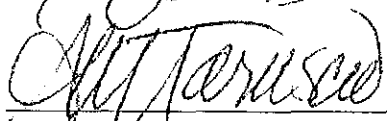
DIRECTORS AND MEMBERS:



GARY J. RIEDNER, Director/Member



PAUL KIMMELL, Director/Member



GINA TARUSCIO, Director/Member

IDAHO SECRETARY OF STATE

04/04/2016 05:00

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