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ARTICLES OF INCORPORATION

OF

WESTERN PENSION & BENEFITS CONFERENCE BOISE CHAPTER, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is Western Pension & Benefits Conference Boise Chapter, Inc.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The corporation is organized as a business league or board of trade within the meaning of and pursuant to section 501(c)(6) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law), including for such purposes, but not limited to: (1) facilitating the exchange of information, advancement of knowledge and education in the field of pension and other employee benefit plans; and (2) fostering sound principles, procedures and practices in the field of pension and other employee benefit plans. Neither the corporation nor any of its members, committees, agents, or representatives acting on behalf of the corporation will recommend or sponsor any concerted

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action, program or agreement that will in any way restrict or tend to restrict competition among the corporation's members. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IV.

A. The corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

B. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501(c)(6) of the Code as determined by the corporation's board of directors.

C. Notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(6) of the Code.

ARTICLE V.

The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VI.

The address of the initial registered office of the corporation is 205 North 10th Street, Suite 300, Boise, Idaho 83702, and the name of its initial registered agent at such address is Terri Johnson.

ARTICLE VII.

The address of the principal office of the corporation is 205 North 10th Street, Suite 300, Boise, Idaho 83702.

ARTICLE VIII.

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:


Kim Blaugher	205 North 10th Street Suite 300 Boise, Idaho 83702
Terri Johnson	205 North 10th Street Suite 300 Boise, Idaho 83702
Irene Gallagher	555 West 17 th Street Suite 3200 Denver, Colorado 80202

ARTICLE IX.

The name and address of the incorporator is:

Terri Johnson
205 North 10th Street
Suite 300
Boise, Idaho 83702

Dated: May 12, 2004.



Terri Johnson, Incorporator

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