



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

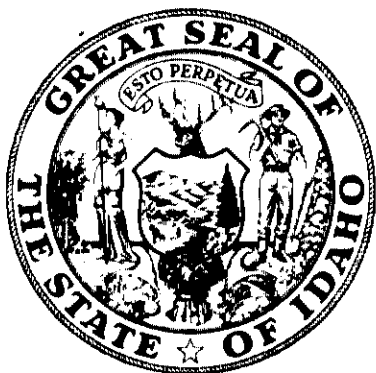
WILDER CHAMBER OF COMMERCE, INC.

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 WILDER CHAMBER OF COMMERCE, 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 December 1, 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

DEC 1 8 49

ARTICLES OF INCORPORATION
OF
WILDER CHAMBER OF COMMERCE, INC.

I.

Name

The name of the corporation is WILDER CHAMBER OF COMMERCE, INC.

II.

Duration

The period of its duration is perpetual.

III.

Purpose

A. The purpose of the organization shall be the advancement of the civic, commercial, industrial, and agricultural interests of the City of Wilder, Idaho, and the surrounding territories; the promotion of the general welfare and prosperity of the City of Wilder, County of Canyon, and its surrounding territory, and the stimulation of public sentiment to these ends; and providing of social features which promote these purposes.

B. This corporation, in its activities, shall be non-partisan, non-sectional, non-sectarian, and shall not discriminate based upon race, color, creed, nationality or sex. It shall not by resolution or otherwise be committed to the support or endorsement of any candidate for public office.

C. All of these purposes are for the furtherance of the Chamber of Commerce of the City of Wilder, within the meaning of § 501(c)(6) of the Internal Revenue Code, notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under § 501(c)(6) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), in 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 § 501(c)(6) of the Internal Revenue Code or a corresponding section of any future federal tax code.

IV.

Initial Registered Office

The address of its initial registered office is 610 Canyon Avenue, Wilder, Idaho 83676. The name of its initial registered agent at such address is Doug Amick.

V.

Dissolution Provision

In the event of the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(6) of the Internal Revenue Code, or a corresponding section of any future federal tax code, and to a non-profit fund, foundation or corporation which has established its tax-exempt status, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County of Canyon, State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI.

Members

A. This corporation shall have members which shall be designated in one or more classes. The designation of such

classes, the manner of election or appointment and the qualification and rights of those members and each class, shall be set forth in the By-Laws of this corporation.

B. The Board of Directors of this corporation shall be authorized to levy assessments upon all members or classes of membership alike, or in different amounts or proportions, or upon a different basis upon different members or classes of membership and may exempt some members or classes of membership from assessment. The Board of Directors is further authorized to fix the amount of said assessments thereof from time to time and to make them payable at such times or intervals, or upon such notice and by such methods as the Board of Directors may prescribe, and may have such other powers as a Board of Directors of a non-profit corporation is granted regarding membership under Idaho Code § 30-308(b).

VII.

Directors

A. The business of this corporation shall be managed by a Board of Directors, and the number of directors constituting the initial Board of Directors shall be five (5).

B. The number of Directors, their qualifications, term of office manner of election, time and place and manner of calling meetings, and the powers and duties of Directors may be subject to the provisions of the By-Laws of this corporation.

C. Unless otherwise specified by the By-Laws, a Director's term shall be for one (1) year.

D. The names and addresses of the persons who constitute the initial board of directors and who are to serve as Directors until the first annual meeting, or until their successors are elected and shall qualify are:

<u>Names</u>	<u>Addresses</u>
Doug Amick	610 Canyon Ave., Wilder, ID 83676
Sherry Amick	610 Canyon Ave., Wilder, ID 83676
Alfonso Sarceda	112 Avenue A, Wilder, ID 83676
Glenda N. Chase	610 Avenue C, Wilder, ID 83676
Steven Degitz	Route 1, Wilder, ID 83676

VIII.
Incorporators

The name and address of each incorporator is:

<u>Names</u>	<u>Addresses</u>
Doug Amick	610 Canyon Ave., Wilder, ID 83676
Alfonso Sarceda	112 Avenue A, Wilder, ID 83676
Glenda N. Chase	610 Avenue C, Wilder, ID 83676
Steven Degitz	Route 1, Wilder, ID 83676

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned constituting the incorporators of this corporation, have executed these Articles of Incorporation this 27th day of October, 1988.

Doug Amick
Doug Amick

Alfonso Sarceda
Alfonso Sarceda

Glenda N. Chase
Glenda N. Chase

Steven Degitz
Steven Degitz

STATE OF IDAHO)
) ss.
County of Canyon)

On the 29th day of November, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared DOUG AMICK, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Glenda N. Chase
Notary Public for Idaho
Residing at Wilder , Idaho
My Commission Expires: 11-18-1991

STATE OF IDAHO)
) ss.
County of Canyon)

On the 29th day of November, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared ALFONSO SARCEDA, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Glenda N. Chase
Notary Public for Idaho
Residing at Wilder , Idaho
My Commission Expires: 11-18-1991

STATE OF IDAHO)
) ss.
County of Canyon)

On the 30 day of Nov, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared GLENDA N. CHASE, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

Spencer D. Oster
Notary Public for Idaho
Residing at Wilder, Idaho
My Commission Expires: 3-25-88

STATE OF IDAHO)
) ss.
County of Canyon)

On the 17th day of November, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN DEGITZ, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Glenda N. Chase
Notary Public for Idaho
Residing at Wilder, Idaho
My Commission Expires: 11-18-1991