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State of Idaho

Department of State

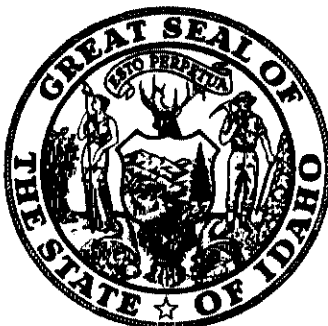
CERTIFICATE OF INCORPORATION OF

EASTERN IDAHO ECONOMIC DEVELOPMENT COUNCIL, 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 EASTERN IDAHO ECONOMIC DEVELOPMENT COUNCIL, 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: November 24, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

ARTICLES OF INCORPORATION

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SEC. OF STATE

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EASTERN IDAHO ECONOMIC DEVELOPMENT COUNCIL, INC.

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Eastern Idaho Economic Development Council, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

1. To have specifically, and exclusively, the purpose of improving and developing business and employment throughout the community of eastern Idaho so as to retain what is here, replace what may be lost and to grow at a healthy rate, and to have no

purpose nor engage in any activity which would not be consistent with the requirements of Section 501(c)(6) of the Internal Revenue Code of 1954. More specifically, to support programs and projects for the INEL and encourage and seek transfer of technology to the private sector; to support expansion of existing local businesses and local agriculture production and processing; and, to bring into the community new businesses and employment, consistent with maintaining the current quality of life.

2. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing purposes and no part of the monies, properties or assets of this corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of the corporation, except as such stockholder may be a corporation which is exempt from taxation, and particularly the federal income tax.

3. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine.

4. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

ARTICLE FIVE

MEMBERSHIP

The corporation is organized without capital stock and the rights and interests of all its members shall be equal and such as are provided in the Idaho Nonprofit Corporation Act. Any person may become a member of the corporation upon payment of the annual dues fixed by the board of directors.

ARTICLE SIX

LOCATION

The location and address of the initial registered office of the corporation is 428 Park Avenue, P. O. Box 51219, Idaho Falls, ID 83405-1219 and the name of its initial registered agent at such address is C. Timothy Hopkins.

ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator is:

Jerry M. Brady	333 Northgate Mile Idaho Falls, ID 83402
James R. Countryman	330 Shoup Avenue Idaho Falls, ID 83402
C. Timothy Hopkins	P. O. Box 51219 Idaho Falls, ID 83405

ARTICLE EIGHT

BOARD OF DIRECTORS

The board of directors of the corporation shall consist of no fewer than three and no more than fifteen members, each of whom, at all times, shall be a member of the corporation. A change in the number of directors shall be made only by amendment of these Articles. The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are:

Jerry M. Brady

333 Northgate Mile
Idaho Falls, ID 83402

James R. Countryman

330 Shoup Avenue
Idaho Falls, ID 83402

C. Timothy Hopkins

P. O. Box 51219
Idaho Falls, ID 83405

ARTICLE NINE

ELECTION OF BOARD OF DIRECTORS

Other than the directors constituting the initial board of directors who are designated in these Articles, the directors shall be elected at the annual meeting of the members of the corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

IN WITNESS WHEREOF, we have hereunto set our hand and
seals this 20 day of November, 1992.


Jerry M. Brady


James R. Countryman


C. Timothy Hopkins

STATE OF IDAHO

)

) ss.

County of Bonneville

)

On this 20th day of November, 1992, before me,
The Undersigned, a Notary Public in and for said State,
personally appeared Jerry M. Brady known or identified 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.

Christine Grover

Notary Public for Idaho

Residing at: ~~Idaho Falls~~ Shelley

My Commission Expires: 6-18-97

(SEAL)

STATE OF IDAHO

)

) ss.

County of Bonneville

)

On this 20th day of November, 1992, before me,
The Undersigned, a Notary Public in and for said State,
personally appeared James R. Countryman known or identified 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.

Christine Grover

Notary Public for Idaho

Residing at: ~~Idaho Falls~~ Shelley

My Commission Expires: 6-18-97

(SEAL)

STATE OF IDAHO

County of Bonneville

)
) ss.
)

On this 20th day of November, 1992, before me,
the Undersigned, a Notary Public in and for said State,
personally appeared C. Timothy Hopkins known or identified 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.

Christine Grover
Notary Public for Idaho
Residing at: Idaho Falls Shelley
My Commission Expires: 6-18-97

(SEAL)