

**ARTICLES OF INCORPORATION OF
DOWNTOWN NEIGHBORHOOD ASSOCIATION, INC.**SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I**Name**

The name of the Corporation is the Downtown Neighborhood Association, Inc.

ARTICLE II**Non-Profit Status**

The Corporation is a non-profit corporation.

ARTICLE III**Period of Duration**

The period of duration of the Corporation is perpetual.

ARTICLE IV**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 199 N. Capitol Blvd, Unit 1005, Boise, Idaho 83702, and the name of the initial registered agent at this address is Judy Peavey-Derr.

ARTICLE V**Purposes**

The Corporation is organized and will be operated to: (A) provide an opportunity for residents and property owners to participate in the decision-making processes of the agencies that impact neighborhoods; and (B) identify the physical and social needs of the neighborhood and seek funding sources and programs to attain such needs; and (C) educate members about issues affecting neighborhoods; and (D) provide an open process by which all members of the association may involve themselves in the

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affairs of the neighborhood; and (E) engage the neighborhood in the planning and development process.

ARTICLE VI

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)3 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

Members

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII

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. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names of the persons constituting the initial Board of Directors are:

Judy Peavey-Derr	199 N. Capitol Blvd., Unit 1005, Boise, 83702
Gail Young	1411 W. Grand Ave. #102, Boise, 83702
Art ant Teresa Hamblin	1110 W Miller St., Boise, 83702
Brian Ballard	1112 W. Main St., Ste 402, Boise, 83702
Walt Sledzieski	199 N. Capitol Blvd., Unit 705, Boise, 83702
Rick Mattoon	425 West Jefferson Street, #204, Boise, 83702
Vivek Pahariya	280 N 8 th St., Apt 401, Boise, 83702
Wayne Ellis	280 N. 8th St., Apt 313, Boise, 83702
Kâren Sander	720 W Idaho Street, Boise, 83702

ARTICLE IX

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 X

Distribution on Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Incorporator

The name and street address of the incorporator is Judy Peavey-Derr, 199 N. Capital Blvd., Unit 1005, Boise, Idaho 83702.

The date of adoption of the amendment was: October 22, 2009

Manner of adoption was:

The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was therefore adopted by the members.

- a. The number of members entitled to vote was: 9
- b. The number of members that voted for each amendment was: 9
- c. The number of members that voted against each amendment was: 0

Dated: October 22, 2009

Signature: *Judy M. Peavey-Derr*

Typed Name: Judy Peavey-Derr

Capacity: President, Downtown Neighborhood Association, Inc.