



CERTIFICATE OF INCORPORATION
OF

BONNER MALL TRADE ASSOCIATION, INC.

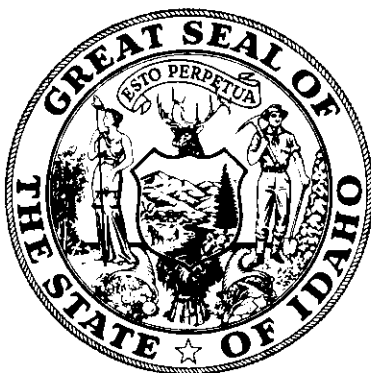
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BONNER MALL TRADE ASSOCIATION, 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 April 29, 19 85



Pete T. Cenarrusa

SECRETARY OF STATE

My J Clark

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BONNER MALL TRADE ASSOCIATION, INC.

The undersigned acting as incorporators under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is BONNER MALL TRADE ASSOCIATION, INC.

2. The corporation is a non-profit corporation as that term is defined in Idaho Code §30-305(a).

3. The period of its duration is perpetual.

4. The purposes for which this corporation is formed is to foster trade and commerce and the interests of the tenants doing business in Bonner Mall who have common trade, business, financial or professional interests.

5. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

6. 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 furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

7. Upon 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 organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an

exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Bonner County, 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.

8. The corporation will have members and the management of its affairs shall be vested in its Board of Directors who shall be elected by the members.

9. The street address of the corporation's initial registered office and the name of the initial registered agent at such address is:

Kim Keaton
3295 Highway 95 North
Sandpoint, Idaho 83864-9458

10. The names and addresses of the directors constituting the initial Board of Directors who also shall act as the incorporators of the corporation are:

John Ruffatto
2000 Selkirk Road
Sandpoint, ID 83864

Vickie Stravlo
4760 Highway 200 East
Sandpoint, ID 83864

Clarence Davis
P.O. Box 305
Sagle, ID 83860

Alyce Ryan
E. 23120 Inlet Drive
Liberty Lake, WA 99019

Joyce Jasmer
109 N. 1st, Apt. 1
Sandpoint, ID 83864

Patty Bobbich
P.O. Box 863
Sandpoint, ID 83864

These foregoing Articles of Incorporation are dated
and executed this ____ day of April, 1985.

John Ruffatto Freddie Strawls

Clarence S. Davis Thyde L. Ryand

Joyce Lynn Jassmer Patricia Cobish

STATE OF IDAHO)
) ss.
County of Bonner)

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 23rd day of April, 1985, personally appeared before me JOHN RUFFATTO, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

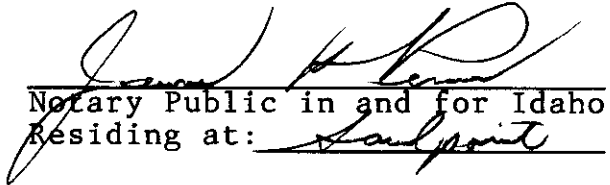
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.

John Ruffatto
Notary Public in and for Idaho
Residing at: Laurel Point

STATE OF IDAHO)
) ss.
County of Bonner)

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 23rd day of April, 1985, personally appeared before me VICKIE STRAVLO, 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 last above written.

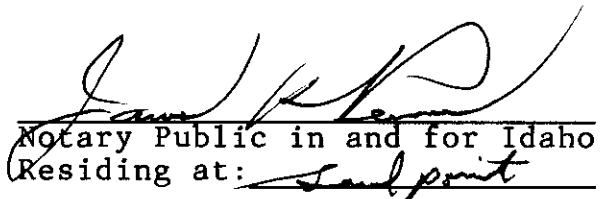


Notary Public in and for Idaho
Residing at: Sault point

STATE OF IDAHO)
) ss.
County of Bonner)

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 23rd day of April, 1985, personally appeared before me CLARENCE DAVIS, 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 last above written.

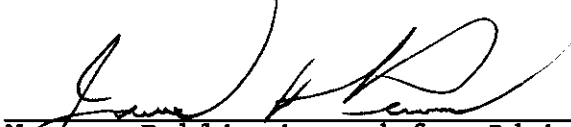


Notary Public in and for Idaho
Residing at: Sault point

STATE OF IDAHO)
)
County of Bonner) ss.

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 23rd day of April, 1985, personally appeared before me ALYCE RYAN, 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 last above written.




Notary Public in and for Idaho
Residing at: Sandpoint

STATE OF IDAHO)
)
County of Bonner) ss.

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 23rd day of April, 1985, personally appeared before me JOYCE JASMER, 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 last above written.

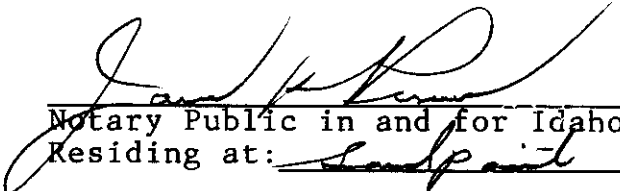


Notary Public in and for Idaho
Residing at: Sandpoint

STATE OF IDAHO)
)
County of Bonner) ss.

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 23rd day of April, 1985, personally appeared before me PATTY BOBBICH, 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 last above written.



Notary Public in and for Idaho
Residing at: Sandpoint