

FILED/EFFECTIVE

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF

THE SNAKE RIVER VALLEY

BUILDING CONTRACTORS ASSOCIATION, INC.

STATE OF IDAHO

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STATE OF IDAHO

ARTICLE I.

The name of this Corporation is SNAKE RIVER VALLEY BUILDING CONTRACTORS ASSOCIATION, INC.

ARTICLE II.

The purposes and powers of this Corporation are as follows:

- (a) To associate home builders within the Counties of Canyon, Gem, Payette and Owyhee, in the State of Idaho, for the purpose of mutual advantage and cooperation.
- (b) To cooperate with all branches of the home building industry and allied industries, including manufacturers, dealers, developers and financial institutions within the said Counties of Canyon, Gem, Payette and Owyhee, in the State of Idaho, for the purpose of mutual advantage and for the benefit of the industry as a whole.
- (c) To maintain high professional standards and sound business methods among its members through enforcement of its code of ethics.
- (d) To secure cooperative action in advancing the common purpose of its members and the proper consideration of opinion upon questions affecting the home building industry in said Counties of Canyon, Gem, Payette and Owyhee.
- (e) To operate without profit and no part of any income received by the Corporation shall inure to the benefit of any individual member.
- (f) To adopt and establish by-laws and to make all rules and regulations deemed necessary and expedient for the management of the Corporation's affairs in accordance with law, and not inconsistent with these Articles of Incorporation.

IDAHO SECRETARY OF STATE

02/15/2000 09:00

CK: 1544 CT: 66162 BH: 290314

AMENDED AND RESTATED ARTICLES OF INCORPORATION - 1

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- (g) To take, manage, hold and dispose of property, real and personal, of the said Corporation.
- (h) The rights and interests of all members shall be equal. No member can have or acquire a greater interest in this Corporation than any other member.
- (i) To advertise and promote the joint interests of all members of the Corporation.
- (j) To operate as an affiliated Association of the National Association of Homebuilders and the Idaho Building Contractors Association.
- (k) To assist in the accomplishment of the mutual objectives of the National Association of Homebuilders of the United States.
- (l) To assist the Officers, Board of Directors and Membership Committee of the National Association of Home Builders of the United States in qualifying members operating within the above-described area.
- (m) To participate for the purpose of mutual benefit in an interchange of information and experience with other local, affiliated associations of the National Association of Home Builders of the United States.

ARTICLE III.

The principal place of business of this Corporation shall be Nampa, Idaho, or such other place as the Board of Directors may, from time to time, designate.

ARTICLE IV.

The time for which this Corporation shall be created shall be perpetual.

ARTICLE V.

Capital Stock: This Corporation does not have and shall not have any capital stock, and neither shall it issue to its members certificates representing capital stock. This Corporation shall not be operated for pecuniary profit.

Dissolution: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to any charitable organization or organizations consistent with the purpose of the Corporation and shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such

assets not so distributed shall be distributed by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purpose or to such organizations, as such Court shall determine to be consistent with the purpose of the Corporation.

ARTICLE VI.

Directors: The number of Directors of this Corporation shall be at least five (5), or such other number as the By-Laws of the said Corporation may determine, as well as specifying the terms of office, qualifications of Directors and manner of election and appointment of said Directors.

Members: The Corporation shall have members.

ARTICLE VII.

These Articles may be adopted or amended by a two-thirds (2/3) majority vote of the Builder Members present at a membership meeting, provided the number of Builder Members in attendance at such meeting constitutes at least one-third (1/3) of the Builder Members who are members of the Corporation.

ARTICLE VIII.

All Articles of Incorporation are amended in accordance with the terms and provisions hereinabove set forth.

DATED as of the 3rd day of February, 2000.

SNAKE RIVER VALLEY BUILDING
CONTRACTORS ASSOCIATION, INC.

By: 
Scott Beets,
President and Chairman of
the Board of Directors

CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF SNAKE RIVER VALLEY BUILDING CONTRACTORS ASSOCIATION, INC.

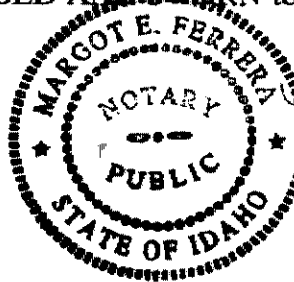
STATE OF IDAHO)
 : ss.
COUNTY OF CANYON)


COMES NOW, SCOTT BEETS, and being first duly sworn, deposes and states as follows:

1. That he is the President of Snake River Valley Building Contractors Association, Inc.
2. That on February 3, 2000, the Board of Directors of said corporation, at the regular meeting thereof, duly and regularly approved the adoption of Amended and Restated Articles of Incorporation, deleting from Article III thereof the name and address of the registered agent for the corporation, and that said amendment was adopted by a two-thirds vote of a quorum of the Directors being present at said meeting.
3. That said Amendment does not require approval by the members of the corporation.


Scott Beets

SUBSCRIBED AND SWORN to before me this 7 day of February, 2000.




NOTARY PUBLIC for Idaho.
Residing at Nampa, Idaho.
My Commission Expires: 2/18/04