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SECRETARY OF STATE  
STATE OF IDAHO

# ARTICLES OF INCORPORATION OF

B.R.E.A.T.H., INC.

A Non-Profit Corporation

ORIGINAL  
IDAHO SECRETARY OF STATE  
05/12/1999 09:48  
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1. The name of the non-profit corporation is: B.R.E.A.T.H., INC.
2. The period of its duration is perpetual.
3. Its purpose is to transact all business not forbidden by law, and to foster county-wide networking among businesses, organizations, and individuals, with emphasis on economic development, community involvement, beautification, education, preservation, and enjoyment.

4. It shall have members.

- 4a. The corporation is a non-profit corporation and will not have assets, other than a bank account holding annual membership fees. Upon dissolution, after expenses of winding up the corporation, the account will be distributed pro rata to the members in accordance with their annual dues.

5. The address of its initial registered office is: 112 Main Street, Gooding, Idaho, 83330. The name of its initial registered agent at such address is: Judith Gooding.

6. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or

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otherwise interested in, or are directors of or officers of, such other corporation, or any firm of which a director may be a member, may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm as is so interested shall be disclosed or shall have been known to the Board of Directors; and, any director of the corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

7. The number of directors constituting its initial Board of Directors is three (3), whose names and addresses are:

Judith Gooding  
112 Main Street  
Gooding, Idaho 83330


Lawrence Steel  
1041 Wyoming Street  
Gooding, Idaho 83330

Raymond Dean Gooding  
112 Main Street  
Gooding, Idaho 83330

8. The name and address of each incorporator is:

Judith R. Gooding  
112 Main Street  
Gooding, Idaho 83330

DATED this 16<sup>th</sup> day of May, 1999.

  
JUDITH R. GOODING