

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FIRST NIGHT BOISE, 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 FIRST NIGHT BOISE, 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: February 4, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

William H. Sammons

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION 2 FEB 4 AM 8 32
OF FIRST NIGHT BOISE, INC.
AN IDAHO CORPORATION

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is First Night Boise, Inc.

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501 (c) (3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law), including for such purposes, but not limited to, sponsoring First Night celebrations in Boise and other lawful business for which corporations may be incorporated pursuant to the Idaho Nonprofit Corporation Act. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IV

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise provided in section 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501 (c) (3) of the Code.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501 (c) (3) of the Code.

ARTICLE V

The corporation shall have members and all members of the corporation shall be members of the Board of Directors. All business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VI

The address of the initial registered office of the corporation is 2950 Selkirk Drive, Boise, Idaho 83702 and the name of its initial registered agent at such address is Jack Alotto.

ARTICLE VII

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or to its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or

to its members for monetary damages for any breach, act, omission or transaction as to which the Idaho Nonprofit Corporation Act or other applicable statute prohibits expressly the elimination of liability, including Section 30-1-54, Idaho Code. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation shall be at least three, and the names and addresses of the persons who are to serve as the initial directors are:

Jack Alotto

David Eaton

2950 Selkirk Dr.

748 E. Parkway Ct.

Boise, Idaho 83702

Boise, Idaho 83706

ARTICLE IX

The name and address of the incorporator is Jack Alotto, 2950 Selkirk Dr., Boise, Idaho 83702

Dated this _____ day of January, 1992.



Jack Alotto