

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
GREATER IDAHO FALLS LODGING ASSOCIATION, INC.

2009 JAN -9 PM 4:18  
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 OF THE CORPORATION

The name of the Corporation is Greater Idaho Falls Lodging Association, Inc.

ARTICLE II  
STATUS

The Corporation is a nonprofit 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 Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the initial registered office is 780 Lindsay Boulevard, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is Angela Larson.

ARTICLE V  
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To organize and associate those businesses and organizations who provide lodging services for their common good, to promote the lodging services industry in the eastern Idaho region, to encourage ethical practices, to educate members, to promote tourism and cooperation with other public and private organizations, to promote political awareness and action in the best interests of the lodging / tourism / hospitality industries, and to do all other things necessary and incidental to the fulfillment of these purposes.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### 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.

#### ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and in the Bylaws of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors, in accordance with the provisions of the Bylaws.

#### ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, subject to the powers of the members as stated in the Bylaws. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number after the initial Board of Directors shall be no less than four. Each Director of the Corporation shall, at all times, be a representative of an Active 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 members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gary Horton	645 Lindsay Boulevard, Idaho Falls, Idaho 83402
Angela Larson	780 Lindsay Boulevard, Idaho Falls, Idaho 83402
Eric Bingham	2501 South 25th Street, Ammon, Idaho 83406

**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 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 the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI  
INCORPORATOR**

The name and street address of the incorporator is Lee Radford, 420 Memorial Drive, Idaho Falls, Idaho 83402.

**ARTICLE XII  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Active Members of the Corporation shall be authorized to amend the Corporation's Bylaws by a two-thirds majority vote of the Active Members at a properly noticed special or regular meeting of the members.

DATED this 9 day of January, 2009.

  
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