

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

I.B.E.W. LOCAL 291 FRATERNAL BUILDING CORPORATION
File number C 112405

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 I.B.E.W. LOCAL 291 FRATERNAL BUILDING CORPORATION 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: October 20, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sisk*

Oct 20 3 21 PM '95

**ARTICLES OF INCORPORATION
OF THE
I.B.E.W. LOCAL 291 FRATERNAL BUILDING CORPORATION
A NONPROFIT CORPORATION**

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
10/20/95 9:00:00 AM
Customer # 50304
TVC960020039 16384

CORPORATION NON PROFIT
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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").

I. NAME

The name of the Corporation is: I.B.E.W. Local 291 Fraternal Building Corporation.

II. NONPROFIT STATUS

The Corporation is an Idaho nonprofit corporation organized under the provisions of the Idaho Nonprofit Corporation Act.

III. DURATION

The period of duration of the Corporation is perpetual.

IV. REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 225 N. 16th Street, Boise, ID 83702, and the name of the initial registered agent at this address is Benjamin Antunes.

V. PURPOSES

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

A. To further the objects of I.B.E.W. Local 291 by purchasing, holding title to and maintaining real property and appurtenances in order to provide affordable office and meeting space for the use of I.B.E.W. Local 291 and other labor, fraternal and/or non-profit organizations having purposes consistent with those of I.B.E.W. Local 291.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purpose, 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.

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 as set forth in the Bylaws and in furtherance of the purposes set forth in Article V hereof. Consistent with Section 501(c)(2) of the Internal Revenue Code, the entire amount of any and all net income (less expenses), if any, from the Corporation's ownership and rental of real property shall be turned over periodically to I.B.E.W. Local 291.

VII. MEMBERS

The Corporation shall have one class of members, the designation of which and qualification for which shall be set forth in the Bylaws. Except as otherwise provided by law or by resolution adopted by the Board of Directors, all other voting rights shall be vested in the Board of Directors.

VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors serving on the board shall be nine (9), and in accordance with the Corporation's Bylaws, shall consist of the Officers, including the Executive Board, of Local Union 291 of the International Brotherhood of Electrical Workers.

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

Dave Barr, 6803 View Lane, Nampa, ID 83651
Greg Oyama, 2038 Cadillac Dr., Meridian, ID 83642
Duane Heinrichs, 7320 Court Ave., Boise, ID 83704
Benjamin Antunes, 119 Taylor, Nampa, ID 83651
Dave Tolan, 8505 Canterbury, Boise, ID 83704
Bruce Hamilton, 11720 W. Hindsdale, Boise, ID 83713
James 'Brad' Hoots, 5613 Saddle, Boise, ID 83709
Sidney McGuire, 1827 Cleveland, Boise, ID 83705
Dennis Paul, 3248 Ithaca, Boise, ID 83709

IX. DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all liabilities of the Corporation, distribute the assets to I.B.E.W. Local 291.

X. INCORPORATOR

The name and address of the incorporator is Benjamin Antunes, 225 N. 16th Street, Boise, Idaho.

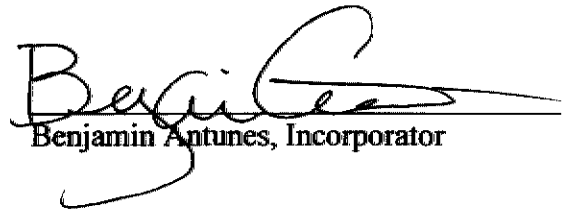
XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

XII. AMENDMENT OF ARTICLES

These articles may be amended in the manner permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of October, 1995.


Benjamin Antunes, Incorporator