

104051

# State of Idaho

## Department of State

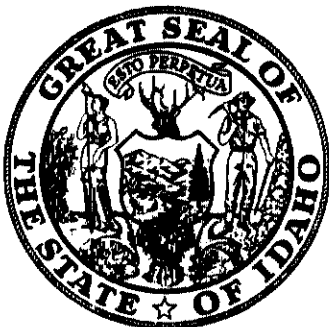
### CERTIFICATE OF INCORPORATION OF

#### IDAHO FALLS DOWNTOWN DEVELOPMENT CORPORATION

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 IDAHO FALLS DOWNTOWN DEVELOPMENT 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: November 18, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Reavis*

**ARTICLES OF INCORPORATION**

**OF**

**IDAHO FALLS DOWNTOWN DEVELOPMENT CORPORATION**

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, Idaho Code §§ 30-3-1 et seq., hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

**NAME**

The name of the corporation is Idaho Falls Downtown Development Corporation.

**ARTICLE TWO**

**NONPROFIT CORPORATION**

The corporation is a nonprofit corporation.

**ARTICLE THREE**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE FOUR**

**PURPOSES AND POWERS**

The purposes of the corporation and its powers are the following:

(1) Purposes. The corporation is organized and formed exclusively for non-profit purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, (as amended) and Section 30-3-22 of the Idaho Code, for the purpose of making historical downtown Idaho Falls, Idaho known as the regional center for commerce, cultural, and leisure activities for residents and visitors alike, and consistent therewith to develop, maintain, and improve the downtown area of Idaho Falls, Idaho.

enhance, improve, beautify, restore, replace, maintain, repair and create the downtown environs, in such manner as is consistent with the above laws.

(2) Powers. In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions in Subsection 3 of this Article, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon non-profit corporations organized under the laws of the State of Idaho, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, receiving, maintaining and dealing within any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefrom; provided, however, that such use be exclusively and irrevocably applied to the stated purposes of the corporation.

(3) Restrictions.

(a) No part of the net earnings of the corporation shall inure to the benefit of 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 by such persons affecting one or more of its purposes), and 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. Any and all property, both real and personal, which may be owned by this corporation at any time, is and shall always be exclusively and irrevocably dedicated to the stated purposes of this corporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not

participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) No part of the assets of the corporation shall be contributed to any organization whose 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 activities prohibited by these articles.

(c) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing purposes and no part of the monies, properties or assets of this corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of the corporation, except as such stockholder may be a corporation which is exempt from taxation, and particularly the federal income tax.

(e) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be

made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of as directed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine.

## ARTICLE FIVE

### MEMBERSHIP

The corporation is organized without capital stock and the rights and interests of all its members shall be equal and such as are provided in the Idaho Nonprofit Corporation Act. Any person may become a member of the corporation upon payment of the dues fixed by the board of directors.

## ARTICLE SIX

### LOCATION

The location and address of the initial registered office of the corporation is 501 Park Avenue, Idaho Falls, Idaho; its mailing address is P.O. Box 50050, Idaho Falls, Idaho 83405-0050; and the name of its initial registered agent at such address is Richard T. St. Clair.

## ARTICLE SEVEN

### INCORPORATORS

The name and address of each incorporator is:

Douglas V. Toomer  
Robert B. Gagon  
Richard T. St. Clair

870 Rainier Street, Idaho Falls, ID 83402  
P.O. Box 50367, Idaho Falls, ID 83405-0367  
P.O. Box 50050, Idaho Falls, ID 83405-0050

## ARTICLE EIGHT

### BOARD OF DIRECTORS

The board of directors of the corporation shall consist of no fewer than three and no more than fifteen members, each of whom, at all times, shall be a member of the corporation. A change in the number of directors shall be made only by amendment of these Articles. The number of directors constituting the initial board of directors shall be eleven, and the names and address of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are:

Robert B. Gagon	P.O. Box 50367, Idaho Falls, ID 83405-0367
Grace Hardin	435 A Street, Idaho Falls, ID 83402
Lee Jones	430 Park Ave. Idaho Falls, ID 83402
Charles C. Just	P.O. Box 50271, Idaho Falls, ID 83405-0271
Renee Magee	P.O. Box 50220, Idaho Falls, ID 83405-0220
Linda Martin	241 Cliff Street, Idaho Falls, ID 83404
Gary Mills	P.O. Box 50220, Idaho Falls, ID 83405-0220
Larry C. Reinhart	P.O. Box 50540, Idaho Falls, ID 83405-0540
William F. Rigby	P.O. Box 1487, Idaho Falls, ID 83403-1487
Richard T. St. Clair	P.O. Box 50050, Idaho Falls, ID 83405-0050
Douglas V. Toomer	870 Rainier Street, Idaho Falls, ID 83402

## ARTICLE NINE

### ELECTION OF BOARD OF DIRECTORS

Other than the directors constituting the initial board of directors who are designated in these Articles, the directors shall be elected at the annual meeting of the members of the corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

ARTICLE TEN  
INDEMNIFICATION

The corporation shall have the power to indemnify any person from any threatened, pending or completed suit or proceeding as provided by Section 30-3-88, Idaho Code.

ARTICLE ELEVEN  
AMENDMENTS

The board of directors shall have the power to amend these Articles of Incorporation as provided by Section 30-3-90, Idaho Code.

IN WITNESS WHEREOF, we have hereunto set our hand and seals this 16<sup>th</sup> day of November, 1993.

  
Douglas V. Toomer

  
Robert B. Gagon

  
Richard T. St. Clair

STATE OF IDAHO            )  
                                  )ss.  
County of Bonneville        )

On this 11<sup>th</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Douglas V. Toomer known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Connie Clements  
Notary Public  
Residing at: Bighorn, Idaho  
My Commission Expires: 9-14-96

STATE OF IDAHO            )  
                                  )ss.  
County of Bonneville        )

On this 16<sup>th</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert B. Gagon known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Connie Clements  
Notary Public  
Residing at: Bighorn, Idaho  
My Commission Expires: 9-14-96

STATE OF IDAHO            )  
                                  )ss.  
County of Bonneville        )

On this 16<sup>th</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard T. St. Clair known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal  
the day and year in this certificate first above written.

(SEAL)

Connie Clements  
Notary Public  
Residing at: Big Sky, Idaho  
My Commission Expires: 9-14-96