

ARTICLES OF AMENDMENT

**FILED**

DEC 29 3 17 PM '99

TO THE

ARTICLES OF INCORPORATION OF

BOISE INDUSTRIAL FOUNDATION, INCORPORATED

Pursuant to the Idaho Business Corporation Act ("Business Act") and the Nonprofit Corporation Act ("Nonprofit Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Boise Industrial Foundation, Incorporated ("Corporation").

**ARTICLE II**

**AMENDMENTS ADOPTED**

The following amendments to the Articles of Incorporation were adopted by the Directors of the Corporation in the manner prescribed by the Act:

**RESOLVED** that **ARTICLE II** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

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**ARTICLE II  
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 registered office is 1910 University Drive, Boise, Idaho 83725, and the name of the registered agent at this address is Robert S. Fritsch.*

**FURTHER RESOLVED** that **ARTICLE IV** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

**ARTICLE IV  
PURPOSES**

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

- A. To promote, foster, and encourage the growth, development, and prosperity of the Boise Valley area, through a planned program to the end that industry and commerce from outside the area will locate therein; to keep and maintain the prosperity of the industry and commerce presently in the area, and to encourage the growth and expansion thereof.*
- B. For the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as may be amended from time to time.*
- C. 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.*

**FURTHER RESOLVED** that **ARTICLE V** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

**ARTICLE V**  
**NONPROFIT STATUS**

*The Corporation is a nonprofit corporation.*

**FURTHER RESOLVED** that **ARTICLE VI** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

**ARTICLE VI**  
**BOARD OF DIRECTORS**

*The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall also, at all times, be a 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 Board of Directors are:*

<u>NAME</u>	<u>ADDRESS</u>
William Ruud	1910 University Drive Boise, Idaho 83725
James Nelson	P.O. Box 16550 Boise, Idaho 83715-6550
Robert Fritsch	1910 University Drive Boise, Idaho 83725
Samuel H. Crossland	311 W. Highland View Drive Boise, Idaho 83702
James Cruzen	3110 Crescent Rim Drive Boise, Idaho 83706

*Jody DeMeyer*

*444 Fall Drive  
Boise, Idaho 83706*

*Peter L. Hirschburg*

*471 N. Curtis Road  
Boise, Idaho 83706*

*Lloyd Howe*

*9823 Skycliff Avenue  
Boise, Idaho 83704*

*J. Richard Jordan*

*4400 Hillcrest Drive  
Boise, Idaho 83705*

*Roger Michener*

*1111 S. Orchard, Suite 200  
Boise, Idaho 83705-1966*

*Jim Quinn*

*703 Americana Blvd.  
Boise, Idaho 83703*

*Peter Richardson*

*877 W. Idaho Street, Suite 604  
Boise, Idaho 83702-5858*

**FURTHER RESOLVED** that **ARTICLE VII** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

**ARTICLE VII  
MEMBERS**

*The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.*

**FURTHER RESOLVED** that **ARTICLE VIII** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

## **ARTICLE VIII 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time.*

**FURTHER RESOLVED** that an **ARTICLE IX** be added to the Articles of Incorporation of the Corporation to read in full as follows:

## **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.*

**FURTHER RESOLVED** that an **ARTICLE X** be added to the Articles of Incorporation of the Corporation to read in full as follows:

## **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 Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, 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.*

**FURTHER RESOLVED** that an **ARTICLE XI** be added to the Articles of Incorporation of the Corporation to read in full as follows:

**ARTICLE XI  
BYLAWS**

*Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors shall have authority to amend the Corporation's Bylaws without further approval of the members for such amendment.*

**ARTICLE III  
DATE OF MEETING AND QUORUM**

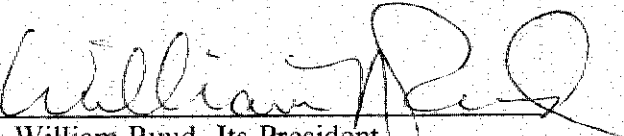
The date of the meeting of Directors of the Board of Directors at which the foregoing amendments were adopted was November 15, 1999. The number of Directors of the Corporation present at the meeting was 7, which constitutes a quorum.

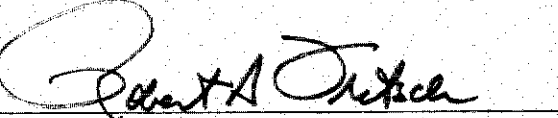
**ARTICLE IV  
VOTE ON AMENDMENTS**

The number of Directors voting for the amendments was 7 and the number of Directors voting against the amendments was zero (0). The amendments were adopted by a majority of the votes that Directors present at the meeting in person or by proxy were entitled to cast.

Dated: December 29, 1999

BOISE INDUSTRIAL FOUNDATION, INC.

By:   
William Ruud, Its President

By:   
Robert S. Fritsch, Its Secretary