

FILED/EFFECTIVE

Nov 7 3 58 PM '00

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

SECRET  
STATE

BLAINE COUNTY CITIZENS FOR SMART GROWTH, INC.

IDAHO SECRETARY OF STATE

11/09/2000 09:00  
EX: 11092 CT: 14917 NH: 359829

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C135759

The Board of Directors of Blaine County Citizens For Smart Growth, Inc., a nonprofit corporation ("Corporation") hereby resolves to amend and restate its Articles of Incorporation ("Articles") as follows.

ARTICLE I  
NAME OF THE CORPORATION

The name of the Corporation is Blaine County Citizens For Smart Growth, 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 Boise, County of Ada, and in the State of Idaho. The address of the registered office is 225 North 9th Street, Suite 210, Boise, Idaho 83702, and the name of the registered agent at this address is Lee B. Dillion.

## **ARTICLE V PURPOSES**

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

A. To educate and engage the people of Blaine County, Idaho, in activities that encourage economically, socially and environmentally responsible growth.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

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.

## **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. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

## **ARTICLE VII MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act and the Bylaws of the Corporation that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

## **ARTICLE 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 of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

## **ARTICLE IX DATE OF MEETING AND QUORUM**

The date of the meeting of Directors of the Board of Directors at which the foregoing amendment was adopted was October 20, 2000. The number of Directors of the Corporation present at the meeting was three, which constitutes a quorum.

## **ARTICLE X VOTE ON AMENDMENTS**

The number of Directors voting for the amendment was 3 and the number of Directors voting against the amendment was zero (0). The amendment was adopted by a majority of the votes that Directors present at the meeting in person or by proxy were entitled to cast.

**ARTICLE XI**  
**DISTRIBUTION ON DISSOLUTION**

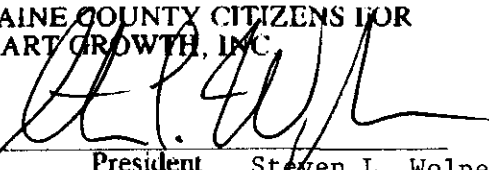
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code 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.

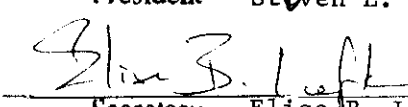
**ARTICLE XII**  
**BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

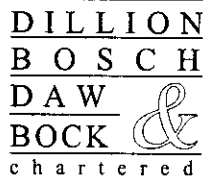
DATED this 29 day of October, 2000.

BLAINE COUNTY CITIZENS FOR  
SMART GROWTH, INC.

By:   
President Steven L. Wolper

By:   
Secretary Elise B. Lufkin

AMENDED AND RESTATED ARTICLES - 4



**Attorneys**

David G. Ballard  
Les Bock  
Allan R. Bosch  
C. A. Daw  
Lee B. Dillion  
Robert Wreggelsworth

November 8, 2000

**HAND DELIVERED**

Secretary of State  
Attn: Carrie  
700 W. Jefferson  
Boise, Idaho 83701

Re: Blaine County Citizens For Smart Growth, Inc.  
DBDB File No. 2852-CO01

Dear Carrie:

Please be advised that I hereby accept the position of Registered Agent for the Blaine County Citizens For Smart Growth, Inc., replacing Les Bock as the Registered Agent. My address as Registered Agent is 225 North 9<sup>th</sup> Street, Suite 210, Boise, Idaho 83702.

Thank you for your attention to this matter. If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

Dillion, Bosch, Daw & Bock  
Chartered

By:

Lee B. Dillion

cc: Blaine County Citizens For Smart Growth, Inc.

9<sup>th</sup> & Idaho Center  
225 N. 9<sup>th</sup> St.  
Suite 210  
Boise, ID 83702

tel (208) 344-8990  
fax (208) 344-9140

Internet E-mail to:  
dbdb@micron.net

Nov 8 4 44 PM '00  
SECRETARY OF STATE  
STATE OF IDAHO  
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