

Restated (2) 10/06/93

State of Idaho

Department of State

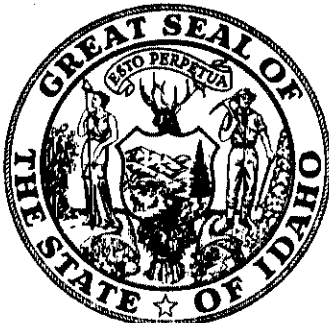
CERTIFICATE OF AMENDMENT OF

THE IDAHO BUSINESS ASSISTANCE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of THE IDAHO BUSINESS ASSISTANCE CORPORATION duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: September 21, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

ARTICLES OF INCORPORATION
of
THE IDAHO BUSINESS ASSISTANCE CORPORATION

SEP 21 2 26 PM '93
SECRETARY OF STATE

THE UNDERSIGNED, for the purposes of forming a nonprofit Corporation under the Idaho Nonprofit Corporation Act of the laws of the State of Idaho, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this Corporation is The Idaho Business Assistance Corporation.

ARTICLE II.

NONPROFIT

The Corporation is a nonprofit Corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its officers or directors.

ARTICLE III.

DURATION

The duration of the Corporation is perpetual.

ARTICLE IV.

PURPOSES

The Corporation is organized exclusively for the following purposes:

A. To do charitable, religious, educational and scientific purposes, including, for such, purposes, the making of distributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

B. To promote, stimulate, develop and advance the business prosperity of Idaho and its citizens.

C. To assist Idaho business in qualifying for state and federal economic development grants and loans.

D. To make equity investments in companies, to grant or take options, make loans, provide financial support for the public sector, and to take any other financial or business steps that may act as a catalyst to expand or bring business activity to Idaho such as owning and leasing land for commercial plants and facilities; however, it is not the purpose of this Corporation to compete with existing Idaho businesses or lending institutions in the financing of new and expanding business and industry in Idaho.

E. To provide marketing, management and technical assistance to borrowers and clients.

F. To assist public agencies and private organizations in the promotion, marketing and advertising of Idaho as a desirable place to locate or expand a business or industry.

G. To provide the same or similar financial or business incentives to new or existing businesses in Idaho that are provided by other states and the public and private organizations in such states.

H. To assist municipalities in the creation of business corporations whose purpose is to assist in revenue bond financing or project sots of industrial development facilities as defined in Title 50-2701, et seq., of the Idaho Code.

I. To cooperate and act in conjunction with the public sector, including the Idaho Department of Commerce and Idaho's counties and cities, in the promotion, creation, and expansion of industrial, commercial, agricultural and recreational development in Idaho.

J. To cooperate with and seek the assistance of private organizations and the various chambers of commerce whose purpose is to further economic development of their communities and of Idaho.

K. To provide or coordinate technical assistance to business or industry where such assistance may induce business to expand or locate in Idaho or assist in keeping existing business in the state.

L. To seek equity investment capital from sources throughout the United States; to accept such funds and/or manage funds for the benefit of Idaho business or industry.

M. To place special emphasis on developing manufacturing and processing industries which will take Idaho natural resources, such as minerals, agricultural products, and timber products and add value in the process of turning them into finished goods and products.

N. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V.

POWERS

The Corporation shall have:

A. All powers granted nonprofit corporations under the laws of Idaho, and to do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement or furtherance of the above-stated purposes.

B. Without limitation, the power to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth

herein.

ARTICLE VI.

LIMITATIONS

The purposes and powers of the Corporation shall be limited as follows:

A. This Corporation shall not possess or exercise any power or exercise any power or authority either expressly, by interpretation, by operation of law that will or might prevent it at any time from qualifying and continue to qualify as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code, contributions which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause a loss of such qualification.

B. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

C. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, if any, officers, or directors, or private person but the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

D. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to this Corporation shall be accepted, upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its exemption from payment of federal income taxes.

F. Upon the dissolution of the Corporation, assets shall be

distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a competent 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, which are organized and operated exclusively for such purposes.

G. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or by an organization's contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

ARTICLE VII.

MEMBERS

The Corporation shall have no members.

ARTICLE VIII.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 102 S. 17th Street, Suite 201, Boise, Idaho. The name of its initial registered agent at that address is Eugene D. Heil.

ARTICLE IX.

BOARD OF DIRECTORS

The management of the Corporation shall be vested in the

board of directors. The number of directors constituting the initial board of directors shall be three (3). The number of directors may be increased or decreased from time to time by an affirmative vote of the majority of a quorum of the directors, but shall never be less than one (1). The name and address of each initial director of the Corporation is as follows:

NAME	ADDRESS
Eugene D. Heil	102 S. 17th Street Boise, ID 83702
Ted E. Ellis	P. O. Box 2557 Boise, ID 83701
R. J. O'Connor	1103 Harcourt Drive Boise, ID 83702

ARTICLE X.

INCORPORATOR

The name and address of the incorporator is Eugene D. Heil, 102 S. 17th Street, Suite 201, Boise, Idaho.

ARTICLE XI.

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the directors and officers are subject to this reservation. The Articles of Incorporation may be amended by an affirmative vote of the majority of a quorum of the directors.

ARTICLE XII.

RESTATED ARTICLES

The foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the

Articles of Incorporation as heretofore amended and supersede the original Articles of Incorporation and all amendments thereto.

DATED: September 20, 1993.



Eugene D. Heil, Director
Chairman of the Board



Ted E. Ellis, Director