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101 S. Capitol Blvd., Suite 1400
Boise, Idaho 83702**

OCT -5 PM 4:40
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
BOISE ANGEL ALLIANCE, INC.**

The undersigned, acting as incorporator of Boise Angel Alliance, Inc., a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is **Boise Angel Alliance, Inc.**

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The corporation is organized exclusively as a business league within the meaning of and pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law), including, for such purposes, but not limited to, providing a forum for accredited investors and emerging companies to meet and exchange ideas regarding new and traditional investment structures used in the investment industry, new and existing approaches to investment transactions, and general methods of increasing efficiency in various types of investment transactions.

IDAHO SECRETARY OF STATE
10/06/2004 05:00
1 @ 30.00 = 30.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPIDI # 3

C156708

Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time

ARTICLE IV.

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, member, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors).

B. 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. 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 to such organization or organizations as may then be recognized by the Internal Revenue Service as described in Sections 501(c)(3) or 501(c)(6) of the Code, as the Board of Directors shall determine.

C. Notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of Section 501(c)(6) of the Code.

ARTICLE V.

The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VI.

The address of the initial registered office of the corporation is 5354 N. Hickory Tree Way, Boise, ID 83713-2495, and the name of its initial registered agent at such address is Steven D. Simpson.

ARTICLE VII.

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

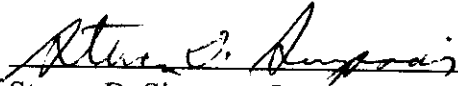
Steven D. Simpson	5354 N. Hickory Tree Way, Boise, ID 83713-2495
Mary L. Givens	13174 N. Lookout Circle, Boise, ID 83714
Philip A. Bradley	1501 Promontory Road, Boise, ID 83702

ARTICLE VIII.

The name and address of the incorporator is:

Steven D. Simpson
5354 N. Hickory Tree Way,
Boise, ID 83713-2495

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this
5th day of October, 2004.

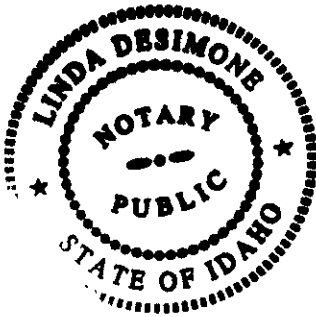

Steven D. Simpson, Incorporator

STATE OF IDAHO }
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COUNTY OF ADA }

ss.

On this 5TH day of October 2004, before me, the undersigned, a Notary Public in and for said state, personally appeared Steven D. Simpson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Linda Desimone
Notary Public, State of Idaho
Residing at: Boise
My commission expires: 4-16-08

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