

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BOISE RECYCLING CENTER, INC.

was filed in the office of the Secretary of State on the 30th day of October A.D., One Thousand Nine Hundred seventy-two and ^{it be} duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 30th day of October, A.D., 19 72 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

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ARTICLES OF INCORPORATION
OF
BOISE RECYCLING CENTER, INC.

ARTICLE I.

The name of this corporation is BOISE RECYCLING CENTER,
INC.

ARTICLE II.

The purpose of Boise Recycling Center, Inc., is the fostering and encouragement of improved and alternative methods and means for the disposal of solid and other material, human, and animal waste and refuse, and especially the recycling of such waste and refuse, in order that the mineral, land, water, ecological, and environmental resources of the State of Idaho and of the United States of America might be conserved and preserved for their wisest uses in the public interest. The corporation shall pursue such purposes through the establishment of recycling depots or centers, through the collection of recyclable materials and their transportation to places at which they could be recycled or otherwise beneficially used, and through educational methods and activities including, but not limited to, the sponsorship of research, schools, lectures, conferences, and publications. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

ELAM, BURKE, JEPPESEN, EVANS & BOYD
ATTORNEYS AT LAW
1010 BANK OF IDAHO BUILDING
P. O. BOX 1859
BOISE, IDAHO 83701

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ARTICLE III.

In order to carry out such purpose, this corporation shall have the following powers:

(a) To incur indebtedness and in connection therewith to issue bonds, debentures, notes or other evidences of indebtedness and to secure the same in any manner whatsoever;

(b) To take and hold, directly or indirectly, by bequest, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes any real or personal property.

(c) To make distributions to such organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), for any use and purpose consistent with the purposes of this corporation as set out in Article II.

(d) To exercise any and all powers which exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 of the United States (or the corresponding provisions of any future United States Internal Revenue Law) and corporations organized under Title 30, Section 117 -A of the General laws of Idaho may now or hereafter exercise.

ARTICLE IV.

This corporation is organized by a group of public spirited citizens for the sole purpose of maintaining, operating, managing, and otherwise effecting the educational, cultural and benevolent purposes set forth above. This corporation shall never engage in any business or activity other than that necessary or convenient for or incidental to the carrying out of the purposes set forth in Article II hereof. The duration of the corporation's existence shall be perpetual.

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ARTICLE V.

1. This corporation is organized pursuant to Title 30, Section 117-A of the general laws of the State of Idaho. This corporation is not organized for profit and no part of the net earnings, if any, of this corporation, either during its existence or upon its dissolution, shall ever inure to the benefit of any private member, shareholder or individual, or any director or officer hereof, (except that 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 II hereof). No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall it participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for any public office.

2. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

4. This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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ARTICLE IX.

The private property of any member of the corporation shall not be subject to payment of debts of any kind whatsoever and membership certificates shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE X.

The corporation shall not be authorized or empowered to issue capital stock or shares but shall issue certificates of membership to each member. The voting power, rights and interest of each member shall be equal. The incorporators of this corporation shall be its initial members. The rights and privileges of all new members shall be the same as the rights and privileges of all other members. The admission of new members shall be related to those persons who are interested in recycling and otherwise abating solid waste pollution.

ARTICLE XI.

The By-Laws of this corporation may be altered, amended or new By-Laws adopted at any regular or special meeting of the membership called for that purpose by the affirmative vote of two-thirds (2/3rds) of the members present at such meeting.

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ARTICLE XII

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Thomas A. Lowe	1819 No. Elmwood Boise 83702
Barbara Barber	8310 Wyndham Ln. Boise 83704
Dreaucine Lowe	1819 No. Elmwood Boise 83702
Lyle L. Sall	1402 W. Franklin, Boise
Phillip M. Barber	8310 Wyndham Ln Boise 83704

STATE OF IDAHO)
County of) ss.

On this 28th day of October, 1972 before me, the undersigned, a notary public in and for said County and State, personally appeared Thomas A. Lowe, Barbara Barber, Dreaucine Lowe, Lyle L. Sall, Phillip M. Barber

known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.

Carl P. Burke
Notary Public for Idaho
Residing at Boise, Idaho.

STATE OF IDAHO)
COUNTY OF ADA) ss:

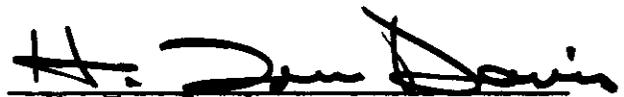
H. TOM DAVIS, being first duly sworn on oath,
deposes and says:

1. That he is the duly authorized Director
and chief executive officer of the Boise Recycling Center, Inc.,
a non-profit association organized under the laws of the
State of Idaho, Article 10 of Chapter 30 of the Idaho Code,
and that he is authorized and empowered to do all necessary
and appropriate acts for and on behalf of said Boise Recycling
Center, Inc., including executing a consent to the use of
its name and presiding over the winding up and dissolution of
said Association.

2. That the said Boise Recycling Center, Inc., has
ceased to do business and is about to be wound up and dissolved.

3. That the Boise Recycling Center, Inc., a non-
profit charitable corporation organized under the laws of the
State of Idaho, Section 30-117A of Title 30 of the Idaho Code,
incorporated by Barbara Barber, et al, may use for all purposes
the name Boise Recycling Center, Inc., and that the first-
mentioned Boise Recycling Center, Inc., the Article 10 of Title
30 Association, does hereby consent to the use of its corporate
name by the second-mentioned Boise Recycling Center, Inc., the
Section 30-117A corporation, for all purposes.

DATED this 30th day of October, 1972.


H. Tom Davis

SUBSCRIBED AND SWORN TO before me this 30th day of
October, 1972.


Notary Public for Idaho
Residing at Boise, Idaho