

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CHAMBER NETWORK ASSOCIATION, INC.

File number C 107375

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of CHAMBER NETWORK ASSOCIATION, INC. duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 18, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alta Sibel

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF THE
CHAMBER NETWORK ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
19940801 0900 17749 2
EX #: 103 CUST# 39517
CORP 30.00= 30.00

#: C

The undersigned, acting as incorporators of a non-profit corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such Corporation.

I

The name of the Corporations shall be CHAMBER NETWORK ASSOCIATION, INC.

II

The period of its duration shall be perpetual.

III

The purposes for which this Corporation is organized are the following:

- A. Promote economic programs designed to strengthen and expand the Chambers within the region.
- B. Promote programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of all communities involved.
- C. To provide a forum for the open discussion of all matters concerning our chambers and communities.

No part of the net earnings of the Corporation shall inure to the benefits of, or be distributed 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 the foregoing paragraph. No substantial part of the activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Additionally, the Corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

Upon dissolution of the Corporation, the officers shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all the assets of the Corporation either for the furtherance of the purpose of the organization or to such organizations which are organized and operated exclusively for charitable, educational, literary, or scientific purposes and which shall, at that time, qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). Any assets not so disposed of shall be disposed of by the District 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 the Court shall determine.

IV

The address of the initial registered office of the corporation is 260 E. Main, Hagerman, ID 83332-0176, and the name of its initial registered agent at such address is Terry Prince.

V

Membership in the Corporation will be by payment of annual dues.

VI

The initial Board of Directors number three (3) and their names and addresses are:


Barbara Phillips	1224-A East 4325 North Buhl, ID 83316
Shirley Gailey	603 6th Street Filer, ID 83328
Terry Prince	260 E. Main Hagerman, ID 83332

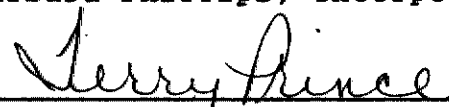
VII

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Phillips	1224-A E. 4325 N. Buhl, ID 83316
Terry Prince	260 E. Main P O Box 176 Hagerman, ID 83332

Dated this 9th day of August, 1994.


Barbara Phillips, Incorporator


Terry Prince, Incorporator