

# State of Idaho

## Department of State

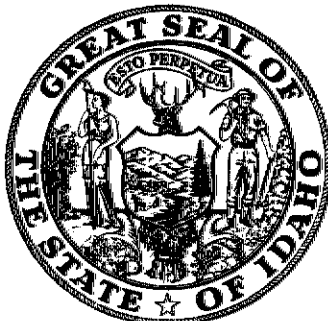
### CERTIFICATE OF INCORPORATION OF

TREASURE VALLEY UNITED WAY, INC.  
File number C 114299

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 TREASURE VALLEY UNITED WAY, 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: March 26, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Chia Sukel*

ARTICLES OF INCORPORATION OF  
TREASURE VALLEY UNITED WAY, INC.

MAR 26

SECRETARY OF STATE

IDAHO SECRETARY OF STATE  
DATE 03/26/1996 0900 48646  
AM CUS# 66106  
INC NONP  
25.00= 1 25.00

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

Section 1. The name of the corporation is Treasure Valley United Way, Inc.

IDAHO SECRETARY OF STATE  
DATE 03/26/1996 0900 48647

ARTICLE II.

Section 1. The period of duration is perpetual.

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ARTICLE III.

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Section 1. The purpose or purposes for which the corporation is organized is to:

A) provide administrative staff services to local United Ways in order that said local United Ways may develop as fully as possible the financial resources needed in Ada, Canyon, Owyhee, Gem, Washington, Payette and Elmore counties in Idaho and Malheur County, Oregon for the support, in whole or in part, of not-for-profit health and human service organizations.

B). Distribute United Way financial support so as to maximize the resources available to agencies for services aimed at the most urgent current needs.

C) Enlist community support and commitment for the entire United Way enterprise through a systematic communications program.

D) Receive, by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.

E) The corporation is specifically organized as a non-profit organization.

ARTICLE IV.

Section 1. Each legally incorporated United Way within the geographical area outlined in Article III, Section A, and with approval of the Corporate Board of Directors shall be members of the Treasure Valley United Way.

## ARTICLE V.

Section 1. No substantial part of the activities of the corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of the corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## ARTICLE VI.

Section 1. The property of this not-for-profit corporation is irrevocably dedicated to charitable purposes, and upon dissolution, none of its assets shall inure to the benefit of any private individual but shall be distributed to local United Way organizations.

The distribution of said assets, after payment of debts and other liabilities, shall be made by the Board of Directors in keeping with the fore-going, and if not by the Directors, by any court of competent jurisdiction in keeping with the foregoing. In no event shall the assets or earnings of this corporation be distributed to, or inure to the benefit of, the Directors or members of this corporation.

## ARTICLE VII.

Section 1. This corporation shall be the successor in interest to United Way Community Resources, Inc., an incorporated charitable and benevolent service organization, and is hereby formed pursuant to resolution, unanimously adopted by the Board of said incorporated association at a regular meeting thereof held on the 22nd day of March, 1996 at 7:30 a.m. at 954 Jefferson Street, Boise, Idaho.

## ARTICLE VIII.

Section 1. The principal office of the corporation is located in Ada County presently located at 5420 W. Franklin Road, Suite D, Boise, Idaho 83705. The initial registered agent is Jack Holmes.

## ARTICLE IX.

Section 1. The number of Trustees constituting the governing board shall not be less than eight (8), nor more than fifteen (15), and the names and addresses of the persons who shall serve as the initial Trustees are:

Craig Hansen  
West One Bank  
P.O. Box 220  
Nampa, Idaho 83653

Lynne Caba  
First Security Bank  
103 12th Ave. S  
Nampa, Idaho 83651

Joe Marshall  
Idaho Power Company  
P.O. Box 70  
Boise, Idaho 83707

Patty Bedient  
Arthur Andersen & Co.  
P.O. Box 7787  
Boise, Idaho 83707

Jim Barnes  
Idaho Press Tribune  
1618 N. Midland  
Nampa, ID 83686

Steve Beebe  
JR Simplot Co.  
999 Main Street  
Boise, ID 83702

Larry Chetwood  
Meridian Ford  
P.O. Box 207  
Meridian, ID 83680

Leo Puga  
Hewlett-Packard Corp.  
1311 Chinden Blvd.  
P.O. Box 15  
Boise, ID 83707

#### ARTICLE X

Section 1. The governing board shall have, and may exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized, including the right to raise funds by such means or methods as it may deem advisable.

## ARTICLE XI.

Section 1. Each county, or in specific cases a community or several communities, in order to aid and assist this corporation in the accomplishment of said objects and pursuits may organize and maintain a local United Way of this corporation. This corporation shall have power and authority to assist in the organization and maintenance of local United Ways in any and all communities in the seven (7) county area. This corporation shall have further power and authority to issue a Local United Way charter to each local United Way, to delegate any of the work of this corporation to any or all such local United Ways together with the sufficient power to accomplish the same.

## ARTICLE XII.

Section 1. The name and address of each incorporator is:

Craig Hansen  
West One Bank  
P.O. Box 220  
Nampa, Idaho 83653

Lynne Caba  
First Security Bank  
103 12th Ave. S  
Nampa, Idaho 83651

Patty Bedient  
Arthur Andersen & Co.  
P.O. Box 7787  
Boise, ID 83707

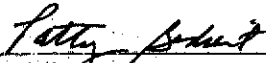
Joe Marshall  
Idaho Power Company  
P.O. Box 70  
Boise, Idaho 83707

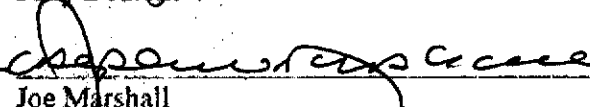
Dated this 25<sup>th</sup> of March 1996

Craig Hansen  
Craig Hansen

Lynne Caba  
Lynne Caba

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Patty Bedient

  
Joe Marshall