



CERTIFICATE OF INCORPORATION
OF

STATEHOUSE SQUARE-NOFF BUILDING PROMOTIONAL ASSOC., INC.

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 _____

STATEHOUSE SQUARE-NOFF BUILDING PROMOTIONAL ASSOC., 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 December 2, 1962.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECORDED
73 DEC 19 PM 3 52

ARTICLES OF INCORPORATION

SECRETARY OF OF
STATE

STATEHOUSE SQUARE-HOFF BUILDING PROMOTIONAL ASSOC., INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

This corporation shall be a non-profit corporation and shall bear the name Statehouse Square-Hoff Building Promotional Assoc., Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

This non-profit corporation is organized for the purpose of promoting the common business interests of retail tenants occupying space within the Hoff Building, a retail/office complex located at 8th and Bannock Streets, Boise, Idaho, and to engage in all lawful business relating thereto as a non-profit commercial association in accordance with the Idaho Non-Profit Corporation Act. The further purpose of this non-profit corporation is to act in association with and/or to become a part of another promotional association which may at some future time be organized for a similar promotional function on behalf of retail tenants leasing and/or

occupying space in other buildings to be constructed and/or renovated on property known as Statehouse Square.

ARTICLE VI

The membership of this non-profit corporation shall be composed of tenants engaged in a retail business leasing and occupying space in the Hoff Building in Boise, Idaho and the owner of the Hoff Building property. There shall be two classes of membership in this non-profit corporation as follows: Class A membership shall be composed of all tenants occupying space in the Hoff Building for use as a retail business. Membership in Class A shall expire automatically upon assignment or expiration of the members leasehold interest in retail space of the Hoff Building. Class B membership shall be composed of only the owner of the Hoff Building and its assigns and successors in interest thereto.

In addition to the two classes of membership in this corporation set forth above, the Board of Directors may, by majority vote, extend provisional non-voting associate membership to persons or entities conducting retail or other business upon premises contiguous to or within the immediate vicinity of the Hoff Building. Such associate memberships shall be terminable at the will of the Board of Directors and shall have no voting rights in this corporation of any type or kind and shall constitute

voluntary participation only on the part of such associate member. Associate members shall be obligated to the full extent of all other members for any dues and special assessments imposed pursuant to these Articles of Incorporation.

ARTICLE V

Each class of membership in this non-profit corporation shall have voting rights as follows: Members in Class A leasing 2,000 square feet or less in the Hoff Building shall be entitled to one vote. Members in Class A leasing more than 2,000 square feet in the Hoff Building shall have one vote for each 1,000 square feet of space occupied pursuant to its lease. The Class B Member shall have ten (10) votes, no more and no less.

ARTICLE VI

Membership of the non-profit corporation shall be subject to membership dues each calendar year as from time to time determined by the Board of Directors. The obligation of each Class A member for dues in any calendar year shall be a sum equal to \$.25 per square foot of space leased in the Hoff Building pursuant to a valid lease and, in no event, shall such member's obligation for assessments be less than \$300.00 per calendar year. The Class B Member shall be obligated for dues in a sum equal to twenty-five percent (25%) of the total dues collected

from Class A members in each calendar year. The Board of Directors of this non-profit corporation is hereby empowered to annually increase the amount of dues herein described by an appropriate amount reflecting the annual change in the Consumer Price Index published by the Bureau of Labor Statistics of the United States Department of Labor, for the U. S. City Average of the All Urban Consumer Index or the similar average of the Urban Wage Earners and Clerical Workers Index, whichever index reflects the greater percentage change.

In addition to the annual dues set forth above, all Class A members shall pay to this corporation an initial assessment equal to \$.05 per square foot of space leased in the Hoff Building pursuant to the member's lease; which sum shall be used in accordance with the terms and conditions set forth in the lease agreement executed by such member.

ARTICLE VII

Provisions for the regulation of the internal affairs of this non-profit corporation are and shall be set forth in the Bylaws of this non-profit corporation which may be from time to time altered or amended by vote of the Board of Directors.

ARTICLE VIII

The address of the initial registered office of the corporation is 802 W. Bannock, Boise, Idaho and the name of its initial registered agent at such address is Terry H. Wright.

ARTICLE IX

This corporation shall be governed by a board of five (5) directors. The Class B Member shall be a permanent member of the Board of Directors. The remaining four directors of the corporation shall be elected annually by the membership at large. The names and addresses of the persons who are to serve as initial Board of Directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

Andrew B. Schoedinger
1024 Strawberry Lane
Boise, Idaho 83706

Jolene Holtz
2889 N. Mountain Road
Boise, Idaho 83702

John Pengilly
724 Highland View Drive
Boise, Idaho 83705

Terri Wright
1311 Jackson
Boise, Idaho 83705

Wallace E. Yates
2939 Lancaster Drive
Boise, Idaho 83702

ARTICLE X

The name and address of each incorporator is:

Andrew B. Schoedinger
1024 Strawberry Lane
Boise, Idaho 83706

John Pengilly
724 Highland View Drive
Boise, Idaho 83705

Terri Wright
1311 Jackson
Boise, Idaho 83705

DATED This 15th day of November, 1979.


ANDREW B. SCHOEDINGER

John Pengilly
JOHN PENGILLY
Terri Wright
TERRI WRIGHT

STATE OF IDAHO)
) ss:
County of Ada)

On this 15th day of November, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared Arthur B. Schaefer, 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 WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Rosemary S. Cox
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss:
County of Ada)

On this 9th day of October, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared John Pengilly, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

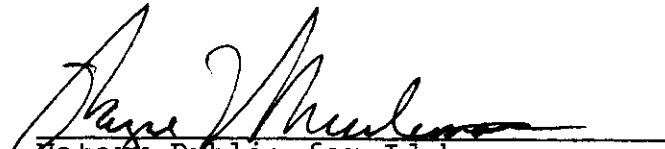
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Rosemary S. Cox
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss:
County of Ada)

On this 9th day of October, 1979, before me,
the undersigned, a Notary Public in and for said State, personally
appeared Lissi Wright, known to me to
be the person whose name is subscribed to the foregoing instrument
and acknowledged to me that she 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.



Notary Public for Idaho
Residing at Boise, Idaho