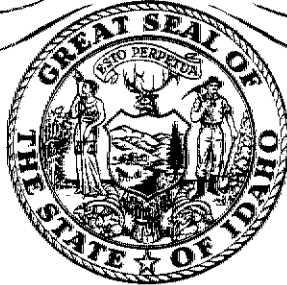


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

PETE T. CENARRUSA
I, ~~ARNOLD J. JENSEN~~ 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 COLLEGE ALUMNI ASSOCIATION, INC.

was filed in the office of the Secretary of State on the Eighteenth day of August A. D. One Thousand Nine Hundred Sixtyseven and ~~will be~~ ~~is~~ duly recorded on ~~microfilm~~ 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 and Sections 30-1001 to 30-1005, inclusive, 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

in the County of

Ada

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 18th day of August,

A.D., 1967.

PETE T. CENARRUSA
Secretary of State

Secretary of State.

By Deputy

ARTICLES OF INCORPORATION OF
BOISE COLLEGE ALUMNI ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, and all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE I

The name of this corporation shall be the Boise College Alumni Association, Inc. Provided, however, in the event the institution now known as Boise College, with which this association is affiliated, is changed, the name of this association shall be deemed to be changed also to conform therewith.

ARTICLE II

The purpose of this corporation shall be to promote the interests of Boise College and to establish mutually beneficial relations among the college, its faculty, and alumni; to receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purpose of this corporation; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred

upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit of all or any of the members of the association.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

Classes of membership, including the rights and interests of all members, shall be provided for and defined in the by-laws of this corporation. No member shall have or acquire greater interest therein than any other member, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payments for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively for carrying out and attaining the objective of this corporation.

ARTICLE V

The number of directors of this corporation shall be not less than five nor more than thirty, each of whom shall be a member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors, shall be prescribed in the by-laws of the corporation. The Board of Directors shall have power to conduct all of the affairs of the corporation.

ARTICLE VI

The officers of this corporation shall be a president, vice-president, secretary and treasurer, and such other officers as the board of directors shall deem necessary. Each of the officers shall have such powers as are conferred by the by-laws of the corporation.

ARTICLE VII

An annual meeting of the membership of the corporation shall be held upon a date provided for in the by-laws of the corporation.

ARTICLE VIII

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by Boise College, provided that such assets or property may be transferred only to a non-profit corporation or an agency of government having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property of this corporation, or the proceeds of any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and the purposes of supporting Boise College.

ARTICLE IX

These articles of incorporation may be amended by a two-thirds vote of the members eligible to vote who are present at any regularly called meeting of the association, provided that the substance of the proposed amendment has been submitted with one of the notices for the meeting.

The by-laws of the corporation adopted by a majority vote of the members voting at the meeting called therefor may be repealed or amended and new by-laws may be adopted upon a majority vote of the board of directors. This power vested in the board of directors may be revoked by a two-thirds majority vote of the members qualified to vote at any annual meeting, and said power may be revested in the board of directors only upon the approval of a two-thirds majority vote of the members qualified to vote at any subsequent annual meeting.

ARTICLE X

The registered office of this corporation is at Boise, Idaho.

The names and addresses of the incorporators are:

Thomas L. Rhodes	6724 Fairfield Ave., Boise, Idaho
Richard W. Ennis	3614 Trail Circle, Boise, Idaho
Clifford Y. Vaughn	1505 E. Jefferson St., Boise, Idaho
Mrs. Joe W. White	2324 Norcrest Dr., Boise, Idaho
Robert J. Ennis	2311 Irene St., Boise, Idaho

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and caused this instrument to be executed in triplicate this 30th day of June, 1967.

Thomas L. Rhodes
Richard W. Ennis
Clifford Y. Vaughn
Mrs. Joe W. White
Robert J. Ennis

STATE OF IDAHO)

) ss.

County of Ada)

On this 20th day of June, in the year 1967, before me,

a Notary Public in and for said State, personally appeared THOMAS L. RHODES, RICHARD W. ENNIS, CLIFFORD Y. VAUGHN, MRS. JOE W. WHITE, and ROBERT J. ENNIS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

Billie W. Barnack

Notary Public for the State of Idaho

Residing at ~~Boise~~^{MERIDIAN,} Idaho