

ARTICLES OF INCORPORATION
OF
THE NORTH END PAPER, INC.

The undersigned, acting as the incorporator of a business corporation ("Corporation") organized under and pursuant to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is The North End Paper, Inc.

Article II Period of Duration.

The period of duration of the Corporation is perpetual.

Article III Registered Office and Agent.

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 1004 Ressegue St., Boise, Idaho 83702, and the name of the initial registered agent at this address is Matthew Shapiro.

Article IV Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To publish on a regular basis a printed medium of communication and community-building which shall be distributed throughout the North End neighborhood of Boise, Idaho, and to publish from time to time supplementary materials for distribution in the same area.
- B. To serve as the written form of the North End Agora, an institution of communication and community-building which is designed, owned, and operated by the residents of the North End neighborhood of Boise, Idaho.
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to exchange goods and services and to enter into partnerships with other enterprises private and public. Nothing herein contained shall be deemed to authorize or permit the Corporation to exercise any power or to

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do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article V Shares and Distributions.

Section 1. Issuance of Shares. Corporation is authorized to issue one-hundred (100) shares.

Section 2. Class of Shares. All shares will be common shares.

Section 2. No Par Value. Shares will have no par value.

Section 3. Ownership of Shares. At least 21% of common shares will be owned by Corporation. The remainder of shares will be owned by the North End Agora Corporation.

Section 4. Transfer of Shares. Shares cannot be sold or transferred outside of the North End Paper, Inc. or the North End Agora Corporation.

Section 5. Distributions. The Board of Directors will each quarter consider revenue flow and budgetary requirements and decide therefrom what dividend shall be paid on shares for that quarter.

Article VI Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kelly Pyeatt	1912 Harrison Boulevard, Boise, Idaho 83702
Matthew Shapiro	1004 Ressegue St., Boise, Idaho 83702

Article VII Distribution of Assets on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to organizations and/or persons who are engaged in the furtherance of

open and creative communication, community-building and empowerment within the city of Boise, Idaho. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes stated above or to such organizations, as such court shall determine to be consistent with the ideals of the Corporation.

Article VIII Incorporator.

The name and street address of the incorporator is Matthew Shapiro, 1004 Ressegue St., Boise, Idaho 83702.

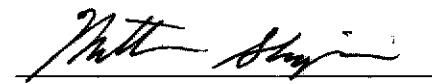
Article IX Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article X Amendment.

These Articles can be amended only by the Stewardship Board of the North End Agora, in accordance with the design documentation of the North End Agora current at the time of amendment.

DATED this 19th day of August, 1998.


Matthew Shapiro, Incorporator