



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

IDAHO ASSOCIATION OF COMMERCE AND INDUSTRY, INC.

was filed in the office of the Secretary of State on the 30th day of July A.D., One Thousand Nine Hundred seventy-four and will be duly recorded on ~~film~~ 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, 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, Idaho in the County of Ada

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 30th day of July, A.D., 194 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
IDAHO ASSOCIATION OF COMMERCE AND INDUSTRY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and at least two-thirds of them being citizens of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation is:

IDAHO ASSOCIATION OF COMMERCE AND INDUSTRY, INC.

ARTICLE II.

The principal office or place of business of the corporation is to be located at 805 Idaho Street in the city of Boise, County of Ada, State of Idaho; but the corporation may maintain an office in such towns, cities, and places outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation.

ARTICLE III.

The objects and purposes for which the corporation is organized are as follows:

- (a) To promote the general welfare of the people and stimulate the private business of the State of Idaho;
- (b) To promote, encourage, and protect all aspects of commerce and industry in Idaho;
- (c) To coordinate the activities of chambers of commerce and trade associations, in order that organized business may, so far as possible, present a united front upon matters of statewide concern;

(d) To secure united, intelligent and effective action on matters of interest to its members;

(e) To cooperate in a non-partisan manner toward the better development of Idaho industry and beneficial and cordial relations between industry, government agencies, employers, employees and the public with due regard for the rights and duties of all.

ARTICLE IV.

In furtherance of the objects and purposes set forth in Article III of these Articles of Incorporation, the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations not for profit organized and established under and pursuant to the laws of the State of Idaho, either singly, or in association with others, and may do everything necessary, suitable, advisable, proper or convenient for the accomplishment of any of said objects and purposes and all other things incidental thereto or connected therewith which are not forbidden by the statutes of the State of Idaho, by any other law, or by these Articles of Incorporation, specifically including, but not limited to, the following:

(a) Purchasing or otherwise acquiring, and owning, holding, managing, developing and selling, leasing, encumbering or otherwise disposing of and dealing in and investing and re-investing in personal property of every kind and description, tangible or intangible and including, but not limited to, stock, stock rights, options or warrants, debentures, bonds and other obligations and securities of corporations or other entities;

(b) Purchasing or otherwise acquiring, and owning, holding, managing, developing, and selling, leasing, encumbering or otherwise disposing of and dealing in real property, whether improved or unimproved, and any interest therein, of

every kind and description;

(c) Accepting by gift, devise, bequest or otherwise, property of every kind and description, without limit as to amount;

(d) Borrowing money and making, endorsing, accepting, executing and issuing bonds, debentures, promissory notes, bills of exchange and other obligations for monies borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation;

(e) Entering into, making, performing, and carrying out any contracts or agreements for any of said purposes of objects, without limit as to amount, with any individual, firm, association, corporation, government, group, agency or other entity whatsoever; and

(f) Carrying out said objects and purposes in any state, territory, district, possession or dependency or any political subdivision thereof, of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession or dependency, or political subdivision thereof, of the United States of America or by such foreign country.

(g) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereinafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE V.

Anything herein to the contrary notwithstanding, the corporation shall be operated not for profit, there shall be no capital stock pursuant to 30-117A Idaho Code and no part of its net earnings or any other funds thereof shall be distributed to, used by or inure to the benefit of any private member or individual either during the existence of the corporation, upon liquidation and dissolution thereof or otherwise, provided, however, that the foregoing shall not be interpreted as to deny any officer, agent, employee or director of the corporation any reasonable compensation for services actually rendered to or reimbursement for expenses actually incurred on account of the corporation to which such person may otherwise be entitled. In the event of the liquidation and dissolution of the corporation, the property thereof of whatever kind and wherever situated, shall be transferred or distributed to any nonprofit corporation as the Board of Directors shall designate.

ARTICLE VI.

The corporation shall be a membership corporation and certificates of membership shall be issued to each member. The total number of membership certificates which this corporation shall be authorized to issue is two thousand (2,000). New members may be admitted to membership in the corporation upon approval of their membership by the Board of Directors, and payment of the annual dues is established by the Board of Directors. The voting power, property rights and interest in the corporation of all members, whether original members or

new members, shall be equal.

The Bylaws of the corporation may provide for the continuance of membership and for such other matters as may be appropriate with respect thereto.

ARTICLE VII.

The affairs of the corporation shall be managed and conducted by a Board of Directors consisting of such number of members as may be established by the Bylaws, which members of the Board of Directors shall be elected to office in such manner and for such term as may be provided in the Bylaws. Members of the Board of Directors shall have such qualifications and shall have such powers and duties as may be provided by law, in these Articles of Incorporation, or in the Bylaws. Subject to the foregoing, any vacancies in the membership of the Board of Directors may be filled in such manner as is provided by the Bylaws.

ARTICLE VIII.

The Board of Directors shall, in addition to its other powers, have the power to adopt, alter, change, repeal and amend Bylaws for the corporation as they may deem proper for the management of the affairs of this corporation, at any meeting of the Board and on approval by two-thirds of the Directors.

ARTICLE IX.

The power to adopt, alter, change, repeal and amend these Articles is hereby reserved to the members of the corporation; provided that such may only be effected by two-thirds (2/3) vote of the entire members of the corporation at any annual meeting, or at any special meeting of this corporation called for such purpose.

ARTICLE X.

The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>F. E. Osborne</u>	<u>P. O. Box 10, Boise, Id. 83707</u>
<u>James D. McClary</u>	<u>P. O. Box 7808, Boise, Id. 83707</u>
<u>Albert Carlsen</u>	<u>P. O. Box 70, Boise, Id. 83721</u>
<u>J. Kirk Sullivan</u>	<u>P. O. Box 50, Boise, Id. 83728</u>
<u>Gerald Turnbow</u>	<u>P. O. Box 320, Wallace, Id. 83873</u>
<u>Lloyd E. Haight</u>	<u>P. O. Box 2777, Boise, Id. 83701</u>

ARTICLE XI.

The private property of the members, members of the Board of Directors or officers shall not be subject to the payment of any obligations of the corporation.

ARTICLE XII.

The period for the duration of the existence of this corporation shall be perpetual.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 22nd day of July, 1974.

F. E. Osborne
James D. McClary
Albert Carlsen
J. Kirk Sullivan
Gerald Turnbow
Lloyd E. Haight

STATE OF IDAHO)

County of Ada)

ss.

On this 22nd day of July, in the
year 1974, before me, Susan P. Piani,
a Notary Public in and for said State, personally appeared
J. E. Osborne, known to me to be the person
whose name is subscribed to the within instrument, and ac-
knowledged 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.

Susan P. Piani
Notary Public for Idaho
Residing at: Boise, Idaho
(3-5-77)

STATE OF IDAHO)

County of Ada)

ss.

On this 19th day of July, in the
year 1974, before me, Sandra L. Mc Donald,
a Notary Public in and for said State, personally appeared
James R. Mc Clary, known to me to be the person
whose name is subscribed to the within instrument, and ac-
knowledged 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.

Sandra L. Mc Donald
Notary Public for Idaho
Residing at: Boise, Idaho
(3-29-78)

STATE OF IDAHO)

County of Ada)

ss.

On this 19th day of July, in the
year 1974, before me, Sandra L. Mc Donald,
a Notary Public in and for said State, personally appeared

Albert Carlson, known to me to be the person whose name is subscribed to the within 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.

Sandra L. McDonald
Notary Public for Idaho
Residing at: Bowei, Idaho
(3-29-78)

STATE OF IDAHO)
County of Ada) ss.

On this 16th day of July, in the year 1974, before me, Sandra L. McDonald, a Notary Public in and for said State, personally appeared J. Kirk Sullivan, known to me to be the person whose name is subscribed to the within 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.

Sandra L. McDonald
Notary Public for Idaho
Residing at: Bowei, Idaho
(3-29-74)

STATE OF IDAHO)
County of Ada) ss.

On this 15th day of July, in the year 1974, before me, Sandra L. McDonald, a Notary Public in and for said State, personally appeared Sandra Turnbull, known to me to be the person whose name is subscribed to the within 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.

Sandra L. McDonald
Notary Public for Idaho
Residing at: Boise, Ida.
(3-29-78)

STATE OF IDAHO)
) ss.
County of Ada)

On this 15th day of July, in the
year 1974, before me, Sandra L. McDonald,
a Notary Public in and for said State, personally appeared
L E Haight, known to me to be the person
whose name is subscribed to the within instrument, and ac-
knowledged 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.

Sandra L. McDonald
Notary Public for Idaho
Residing at: Boise, Idaho (3-29-78)