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RESTATED AND FIRST AMENDED ARTICLES OF INCORPORATION
OF
CALDWELL CHAMBER OF COMMERCE, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being the duly authorized officers and agents of the members and directors of Caldwell Chamber of Commerce, Inc., pursuant to a special meeting of the board of directors held on the 5th day of April, 2012 and a special meeting of the members held on the 10th day of April, 2012 and by unanimous consent of all members and Board members present at said meetings pursuant to Idaho Code §§ 30-3-91, 30-3-90 and 30-3-94 the same authorized the duly elected and serving President and Secretary of this Non-profit Corporation to submit these Restated and First Amended Articles of Incorporation of Caldwell Chamber of Commerce, Inc. to the Secretary of State of the state of Idaho pursuant to I.C. § 30-3-94 together with the certificate and to hereby make, subscribed and execute the following Restated And First Amended Articles of Incorporation of Caldwell Chamber of Commerce, Inc., and we hereby certify that these Restated And Amended Articles of Incorporation of Caldwell Chamber of Commerce, Inc. correctly set forth the corresponding provisions of the Articles of Incorporation as filed on July 11, 1991 as herein restated and amended reads as follows:

ARTICLE I
NAME

The name of the corporation shall be CALDWELL CHAMBER OF COMMERCE, INC.

ARTICLE II
PURPOSE AND POWERS

This corporation is a non-profit organization and is formed for benevolent, charitable and social purposes and especially as follows:

- 2.1 To promote co-operation in all matters of interest to the business and professional persons of the Caldwell Community; to develop an increased civic interest; to create and maintain higher standards in business dealings, to compile and distribute information to its members, and other persons interested in said Caldwell Community, for their benefit; to aid and protect its members and to do all things as are properly within the scope of such an association for the welfare of its members and its community.
- 2.2 Strengthen economic development by supporting local businesses and recreational activities, through the promotion of travel and tourism, advocate for a positive, proactive and progressive community to ensure the quality of life in the Caldwell, Idaho community.
- 2.2 To purchase or otherwise acquire and to hold, own and exercise all rights, of ownership in real estate and personal property and to sell, transfer or mortgage said real estate and personal property; to borrow money; to erect buildings or other structures necessary and

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The number of Directors of this corporation shall be twelve (14) plus the past chair, qualifications of Directors and manner of election shall be provided for in the Bylaws. The names and addresses of those who are to serve as Directors and until the elections and qualification of the successors are as follows:

<i>Name</i>	<i>Address</i>	<i>Term Ends</i>
Alan Bullard	506 S. 10 th Ave., Caldwell, ID 83605	12/31/2013
Julie Taylor	1717 Arlington Ave., Caldwell, ID 83605	12/31/2014
Megan Multanen	723 Barber St., Caldwell, ID 83605	12/31/2015
Warren Kouba	923 Dearborn St., Caldwell, ID 83605	12/31/2012
Dawna Laird	3819 Crown Street, Caldwell, ID 83605	12/31/2012
CL Jones	14167 Towers Drive, Caldwell, ID 83607	12/31/2012
Scott Gipson	312 Main St., Caldwell, ID 83605	02/31/2013
Lisa Gabiola-Weitz	614 E. Elm St., Caldwell, ID 83605	12/31/2013
George Crookham	301 Warehouse Ave., Caldwell, ID 83605	12/31/2012
Maggie Colwell	2112 Cleveland Blvd., Caldwell, ID 83605	12/3/2013
Scott DeChambeau	1204 Cleveland Blvd., Caldwell, ID 83605	12/31/2014
Modesto Vega	420 N. 10 th Ave., Caldwell, ID 83605	12/31/2012
George Combs	2301 Blaine St., Caldwell, ID 83605	12/31/2012
Neil Webster, DDS	3611 S. 10 th Ave., Caldwell, ID 83605	12/31/2014
Brett Ekart	311 Albany St., Caldwell, ID 83605	12/31/2014

Then complete in Certification the following:

-
- There was only one class of members of this Corporation of which there were 356 members entitled to vote; and
- At the membership meeting held on the 10 day of April, 2012, there were 130 members present, which was sufficient for a quorum to conduct business at which meeting the amendments to the Articles of Incorporation which are contained in the above Restated and First Amended Articles were approved by unanimous vote with no abstentions.

**ARTICLE V
TERM OF EXISTENCE**

The duration of this corporation shall be perpetual.

**ARTICLE VI
AMENDMENTS**

These Restated and First Amended Articles of Incorporation may be amended in any respect at any regular or special meeting of the Board of Directors called for that purpose. An amendment must first be approved by two-thirds vote of the Board of Directors and then adopted by the affirmative vote of two-thirds of the members present and voting at said meeting, provided, that a quorum, as specified by the Bylaws of said corporation shall be present. Notice of any proposed amendment shall, after approval of two-thirds of the Board of Directors, be given to the members in the manner provisioned by the Idaho Code.

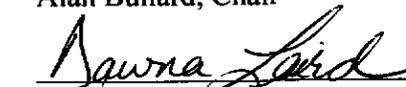
**CERTIFICATION
[I.C. § 30-3-94 (8)]**

IN WITNESS WHEREOF, we the undersigned President and Secretary of this corporation do hereby certify to the Secretary of State of the state of Idaho that:

- We have executed these Restated and First Amended Articles of Incorporation this ___ day of April, 2012; and
- The above Restated and First Amended Articles of Incorporation include amendments to the Articles of incorporation that require approval of the members; and
- A membership meeting of this Corporation was duly held on the 10th day of April, 2012 with notice of the meeting served upon the members with a text of the amendments to the Restated and First Amended Articles of Incorporation; and
- There was only one class of members of this Corporation of which there were ___ members entitled to vote; and
- At the membership meeting held on the 10 day of April, 2012, there were 130 members present, which was sufficient for a quorum to conduct business at which meeting the amendments to the Articles of Incorporation which are contained in the above Restated and First Amended Articles were approved by unanimous vote with no abstentions.



Alan Bullard, Chair



Dawna Laird, Secretary

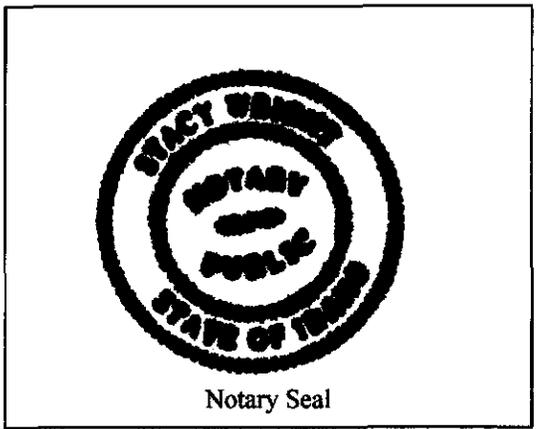
ACKNOWLEDGMENT

State of Idaho }
County of Canyon }ss

On 5-3-2012 before me, Stacy Wright, Notary Public,
personally appeared

Alan Bullard and Dawna Laird

~~personally known to me~~ - or - _____ proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Signature: [Handwritten Signature]
Printed Name: Stacy Wright
My Commission expires on: February 28, 2013

DESCRIPTION OF ATTACHED DOCUMENT:

Title or Type of Document: Restated and First Amended Articles of Incorporation of Caldwell Chamber of Commerce, Inc.

Document Date: 5-3-2012 Number of Pages: 3

Signers other than named above: NONE