

AMENDED & RESTATED

2013 JAN 28 PM 3:50

**Articles of Incorporation of
Power County Development Authority, Inc.**SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act ("Act"), hereby adopts the following Amended & Restated for such corporation:

1. **NAME**: The name of the corporation is the POWER COUNTY DEVELOPMENT AUTHORITY, INC.
2. **NONPROFIT**: This is a nonprofit corporation.
3. **DURATION**: The duration of the corporation shall be perpetual.
4. **PURPOSES**: The purposes to be promoted or carried out by the corporation are as follows:
 - A. To establish and operate a nonprofit corporation organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time; and
 - B. To promote the retention, recruitment, expansion, and diversification of new and existing businesses and industry in Power County and Eastern Idaho; and
 - C. To encourage and promote better business and working relationships between and among business, industry, state and local governments, and educational institutions in Power County and Eastern Idaho; and
 - D. To aid and encourage scientific research in technology and agricultural and industrial science for the purpose of benefiting Power County and Eastern Idaho residents by attracting new businesses and industries and expanding and developing the current agricultural, industrial, and business base in said communities; and
 - E. To carry out the aforementioned general and specific purposes by providing educational programs, forums, panels, and lectures to the residents, businesses, and industries in Power County and Eastern Idaho relating to business opportunities, new technologies and

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industries, and governmental programs sponsoring and encouraging the same;

F. To lessen the burdens of government (1) by accomplishing the aforementioned general and specific purposes and thereby creating a larger tax base for the benefit of the residents of Power County and Eastern Idaho, (2) by making grants, gifts, or distributions to state and local governments and other charitable organizations in Power County and Eastern Idaho to assist in carrying out certain governmental functions that are in aid of the corporation's enumerated purposes, and/or (3) by acquiring, developing, and maintaining public facilities and infrastructure in Power County and Eastern Idaho to promote the economic development, expansion, and diversification within the area; and

G. To promote the social welfare of the residents of Power County and Eastern Idaho by accomplishing the aforementioned purposes and by developing programs to rejuvenate economically depressed areas in Power County and Eastern Idaho; and

H. To perform all things incidental to, or appropriate in, the achievement of its specific and general charitable, scientific, and educational purposes, including receiving, administering, and expending public or private funds for such purposes.

5. **POWERS:** The corporation shall be authorized to do any and all acts and things, and to exercise any and all powers which it may now or hereafter may be lawful for the corporation to do or exercise under the Act to accomplish any of the purposes enumerated in Paragraph 4 hereof, including, but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Notwithstanding any of the provisions enumerated herein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

6. **LIMITATIONS:** No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 4 hereof. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the

corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

7. **MEMBERSHIP:** The corporation shall not have members.

8. **REGISTERED OFFICE AND AGENT:** The address of the initial registered office of the corporation is 201 E. Center Street, Suite 201, Pocatello, Idaho 83204, and the name of the initial registered agent of the corporation is W. Marcus W. Nye. (New registered Agent form completed)

9. **BY LAWS:** Provisions for the regulation of the internal affairs of the corporation shall be set forth in By Laws of the corporation as may be adopted by its initial board of directors. The Board of Directors of the corporation shall be authorized to amend the corporation's By Laws at a properly noticed special or regular meeting of the Board of Directors.

10. **BOARD OF DIRECTORS:** The Board of Directors shall manage the affairs of the corporation. The number of Directors serving on the Board of Directors shall be fixed in accordance with the corporation's By Laws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors of the corporation shall be elected by the Board of Directors in the manner and for the term provided in the By Laws.

11. **INITIAL DIRECTORS:** The number of directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as the initial Directors until their successors are elected and qualified are:

Name	Street Address	City or Town
William J. Meadows	334 Buchanan Avenue	American Falls, ID 83211
Brett Crompton	804 Eisenhower	American Falls, ID 83211
Kent Rudeen	2860 Cold Creek Road	American Falls, ID 83211

12. **INCORPORATORS:** The names and addresses of the incorporators are:

Name	Street Address	City or Town
William J. Meadows	334 Buchanan Avenue	American Falls, ID 83211
Brett Crompton	804 Eisenhower	American Falls, ID 83211
Kent Rudeen	2860 Cold Creek Road	American Falls, ID 83211

13. **INDEMNIFICATION**: Each person who is or was or had agreed to become a director, officer, employee or agent of the corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the corporation to the full extent permitted by the Act or any other applicable laws presently or hereafter in effect. No amendment to or repeal of this article shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

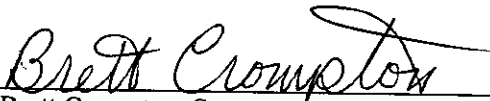
14. **DISSOLUTION**: Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, as provided in sections 30-3-110 through 30-3-115 of the Act, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be returned by the Board of Directors per the terms of any conditional grant or conveyance, or distributed or used exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, consistent with any specific designation placed on any such assets or funds.

15. The date of the amendments was January 1, 2012.

16. Manner of adoption: Each amendment consists of matters which do not require member approval pursuant to section 30-3-90, of the Act, and was therefore adopted by the Board of Directors,

- A. The number of directors entitled to vote - 5
- B. The number of directors that voted for each amendment - 4
- C. The number of directors that voted against each amendment - 0
- D. The number of directors absent - 1

DATED this 8th day of August, 2012.


Brett Crompton, Secretary