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STATE OF IDAHO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE SNAKE RIVER VALLEY  
BUILDING CONTRACTORS ASSOCIATION, INC.**

**ARTICLE I.**

The name of this Corporation is SNAKE RIVER VALLEY BUILDING CONTRACTORS ASSOCIATION, INC.

**ARTICLE II.**

The purposes and powers of this Corporation are as follows:

- (a) To associate home builders within the Counties of Canyon, Gem, Payette and Owyhee, in the State of Idaho, for the purpose of mutual advantage and cooperation.
- (b) To cooperate with all branches of the home building industry and allied industries, including manufacturers, dealers, developers and financial institutions within the said Counties of Canyon, Gem, Payette and Owyhee, in the State of Idaho, for the purpose of mutual advantage and for the benefit of the industry as a whole.
- (c) To maintain high professional standards and sound business methods among its members through enforcement of its code of ethics.
- (d) To secure cooperative action in advancing the common purpose of its members and the proper consideration of opinion upon questions affecting the home building industry in said Counties of Canyon, Gem, Payette and Owyhee.
- (e) To operate without profit and no part of any income received by the Corporation shall inure to the benefit of any individual member.
- (f) To adopt and establish by-laws and to make all rules and regulations deemed necessary and expedient for the management of the Corporation's affairs in accordance with law, and not inconsistent with these Articles of Incorporation.

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- (g) To take, manage, hold and dispose of property, real and personal, of the said Corporation.
- (h) The rights and interests of all members shall be equal. No member can have or acquire a greater interest in this Corporation than any other member.
- (i) To advertise and promote the joint interests of all members of the Corporation.
- (j) To operate as an affiliated Association of the National Association of Homebuilders and the Idaho Building Contractors Association.
- (k) To assist in the accomplishment of the mutual objectives of the National Association of Homebuilders of the United States.
- (l) To assist the Officers, Board of Directors and Membership Committee of the National Association of Home Builders of the United States in qualifying members operating within the above-described area.
- (m) To participate for the purpose of mutual benefit in an interchange of information and experience with other local, affiliated associations of the National Association of Home Builders of the United States.

### ARTICLE III.

The principal place of business of this Corporation shall be Nampa, Idaho, or such other place as the Board of Directors may, from time to time, designate. The name and street address of the registered agent for the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Clarence T. Pond	1028 Augusta Nampa, Idaho 83686.

### ARTICLE IV.

The time for which this Corporation shall be created shall be perpetual.

### ARTICLE V.

**Capital Stock:** This Corporation does not have and shall not have any capital stock, and neither shall it issue to its members certificates representing capital stock. This Corporation shall not be operated for pecuniary profit.

**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 of the assets of the Corporation to any charitable organization or organizations consistent with the purpose of the Corporation and shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. 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 such purpose or to such organizations, as such Court shall determine to be consistent with the purpose of the Corporation.

#### **ARTICLE VI.**

**Directors:** The number of Directors of this Corporation shall be at least five (5), or such other number as the By-Laws of the said Corporation may determine, as well as specifying the terms of office, qualifications of Directors and manner of election and appointment of said Directors.

**Members:** The Corporation shall have members.

#### **ARTICLE VII.**

These Articles may be adopted or amended by a two-thirds (2/3) majority vote of the Builder Members present at a membership meeting, provided the number of Builder Members in attendance at such meeting constitutes at least one-third (1/3) of the Builder Members who are members of the Corporation.

#### **ARTICLE VIII.**

All Articles of Incorporation are amended in accordance with the terms and provisions hereinabove set forth.

**DATED** as of the 19th day of June, 1997.

**SNAKE RIVER VALLEY BUILDING  
CONTRACTORS ASSOCIATION, INC.**


By:   
President and Chairman of  
the Board of Directors

**VERIFICATION**


STATE OF IDAHO            )  
                                      :SS.  
COUNTY OF CANYON        )

COMES NOW, JEFF L. WADE, being first duly sworn, deposes and states as follows:

1. That he is the President of Snake River Valley Building Contractors Association, Inc;
2. That the above Amended and Restated Articles of Incorporation were adopted by the Builder Members of this Corporation on June 19, 1997, at a Special Meeting of the members, duly and regularly called.
3. The number of Builder Members of this Corporation outstanding on said date was fifty-four (54), which constituted the number of votes entitled to be case on said Amended and Restated Articles of Incorporation. The number of members represented in person and by proxy at said meeting was thirty-seven (37), which constituted a quorum thereof. Thirty-seven (37) of the Builder Members present and represented at said meeting voted in favor of said Amended and Restate Articles of Incorporation.

  
JEFF L. WADE

SUBSCRIBED AND SWORN TO before me this 10 day of July, 1997.

  
Notary Public for Idaho  
Residing at Caldwell, Idaho  
My Commission Expires: 10-17-97