

**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, ARNOLD WILLIAMS, 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

**BOISE PLANNING AND DEVELOPMENT COUNCIL, INCORPORATED**

was filed in the office of the Secretary of State on the **Twenty-third** day of **December,** A.D. One Thousand Nine Hundred **Sixty-four** and ~~will be~~ duly recorded on ~~Form No.~~ **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** 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 **23rd** day of **December**, A.D., 19 **64.**

Secretary of State.

ARTICLES OF INCORPORATION

OF

BOISE PLANNING AND DEVELOPMENT COMMITTEE, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States and citizens and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of the corporation is BOISE PLANNING AND DEVELOPMENT COMMITTEE, INCORPORATED.

ARTICLE II.

This corporation shall have perpetual existence.

ARTICLE III.

The location of the principal office for the transaction of business of the corporation shall be in the City of Boise, Ada County, State of Idaho.

ARTICLE IV.

The purposes and objects for which the corporation is formed are:

A. To promote and foster the progressive development of the City of Boise as a cultural, commercial, modern metropolitan area and to encourage the merchants, professions and all residents

of the City of Boise, State of Idaho, in a unity of effort and through concerted action to work for the attainment of said purpose. Further, to establish a long-range plan to accomplish these objectives, which will include but not be limited to the removal of obsolescence as to the physical structures, the flow of traffic and the provision for adequate parking facilities, all upon an esthetic basis for the beautification of the city and in particular the commercial areas thereof.

B. The creation and establishment of a business league to provide for the economic stability of metropolitan Boise and to encourage the sustained economic growth thereof.

C. To operate exclusively for charitable, scientific, cultural and educational purposes.

D. To operate principally for the promotion of social welfare within the metropolitan area of the City of Boise.

No part of the net earnings of the corporation shall inure to the benefit of any shareholder hereof nor to any individual, and no substantial part of the activities of the corporation shall be that of carrying on propaganda or otherwise attempting in any manner to influence legislation, and this corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. This corporation is not organized, in any way, for profit.

#### ARTICLE V.

To carry out the object and purposes enumerated in Article IV of these Articles of Incorporation, this corporation shall have the following powers:

A. To solicit, accept, collect, receive or hold moneys or property of every kind or nature through gift, bequest or devise, either from private or public sources, for use by this corporation in accordance with the purposes set forth in Article IV of these Articles of Incorporation.

B. To sell, assign, convey, lease, pledge, mortgage or otherwise deal with any of its property.

C. To receive and collect dividends, interest or other income on any of the property held by it.

D. To borrow and lend money and draw, make, accept, endorse, transfer, assign or issue bonds, debentures, notes or other evidence of indebtedness.

E. To invest and reinvest its funds or property, through maintenance of margin accounts or otherwise, and generally to invest and expend its funds and property in such manner as, in the judgment of the Board of Directors, will promote its purposes. For investment purposes, the Board of Directors may commingle funds and property received from various donor's gifts, and further, the Board of Directors shall not be held to a higher standard of prudence and care than that applicable to Boards of Directors of commercial corporations.

F. To make gifts, donations, contributions or loans of money or property for the purposes and objects set forth in Article IV of these Articles of Incorporation.

G. Generally to do and perform all acts necessary or convenient to attain the objects and purposes set forth in Article IV of these Articles of Incorporation to the same extent that a natural person could do, and which are not forbidden by law of these Articles of Incorporation.

ARTICLE VI.

This corporation is and shall be authorized to issue but one class of shares of its capital stock, the total number of shares of capital stock being one thousand (1,000). The aggregate value of the capital stock of this corporation is One Thousand Dollars (\$1,000.00), the par value of each share thereof being the sum of One Dollar (\$1.00).

A certificate evidencing one share of capital stock shall serve as a certificate of membership. Each member shall be entitled to own and hold only one share of capital stock, and shall be entitled to have and exercise only one vote at meetings of stockholders.

A member or holder of capital stock of this corporation, as such, shall not be entitled to receive any dividend or interest or remuneration of any type or nature upon that stock, or by reason of that membership or by reason of owning or holding that capital stock.

The capital stock of this corporation shall be non-assessable, and no stockholder shall be personally liable to creditors for payment of any of the debts, liabilities or obligations of this corporation.

In the event of dissolution or winding up the affairs of this corporation, excepting upon merger or consolidation with a corporation having similar objects and purposes, the assets of this corporation shall be distributed for any of the purposes set forth in Article IV of these Articles of Incorporation to an organization exempt pursuant to Sections 501 (c) (3) and 501 (c) (6) Internal Revenue Code of 1954, or to the City of Boise or other governmental unit; and no assets of this corporation shall be distributed in any event or at any time to the members or holders of the capital stock of this corporation.

ARTICLE VII.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of capital stock subscribed by each incorporator are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Arthur Oppenheimer, Jr.	P.O. Box 2666 Boise, Idaho	One
A. J. Wasserman	P.O. Box 1617 Boise, Idaho	One
D. I. Hawe	P.O. Box 1617 Boise, Idaho	One

ARTICLE VIII.

The number of directors in the corporation shall be specified in the by-laws, and such number may be from time to time increased or decreased, in such manner as may be prescribed by the by-laws of the corporation; provided, however, that the number of directors of the corporation shall be not less than three nor more than fifteen. Said board of directors shall be entitled to elect from among its members an executive committee to act for said board, the same to consist of not less than three members. In the event of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the members of this corporation, and until their successors are elected and duly qualified.

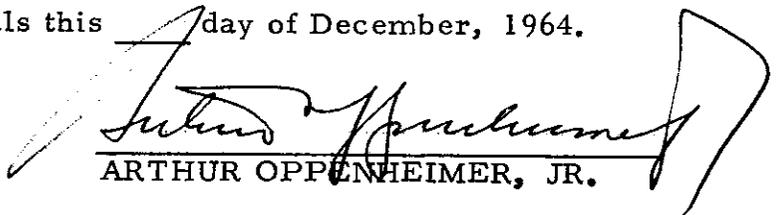
ARTICLE IX.

The authority is hereby conferred upon the board of directors of this corporation to repeal or amend the by-laws or adopt new by-laws of this corporation.

ARTICLE X.

A director of this corporation shall not be required to be a holder of any of the capital stock of the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and seals this 27 day of December, 1964.

  
ARTHUR OPPENHEIMER, JR.

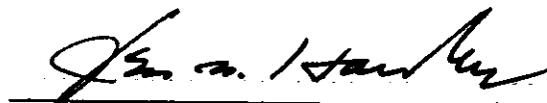
  
A. J. WASSERMAN

  
D. I. HAWE

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 27<sup>th</sup> day of December, 1964, before me, a Notary Public in and for said State, personally appeared ARTHUR OPPENHEIMER, JR., A. J. WASSERMAN and D. I. HAWE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.

  
Notary Public for Idaho  
Residence: Boise, Idaho