

FILED

Dec 11 1998

**ARTICLES OF INCORPORATION
OF
FRIENDS OF MERIDIAN PARKS, INC.**

KNOW ALL MEN BY THESE PRESENT, That the undersigned, being a natural person of full age, and a citizen of the United States of America, for the purpose of forming a non-profit corporation under the laws of the State of Idaho, hereby certifies, declares and adopts the following Articles of Incorporation:

I

CORPORATE NAME

The name of this non-profit corporation shall be:

Friends of Meridian Parks, Inc.

II

EXISTENCE

The period of existence and duration of the life of this non-profit corporation shall be perpetual.

III

INCORPORATOR

The name and address of the incorporator is as follows:

Tammy de Weerd
2090 W. Chateau Dr.
Meridian, ID 83642

IDAH0 SECRETARY OF STATE

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IV
REGISTERED AGENT

The name, location and address of the registered agent and registered office of this non-profit corporation shall be as follows:

Tammy de Weerd
2090 W. Chateau Dr.
Meridian, ID 83642

V
INITIAL DIRECTORS

The names and addresses of the initial Directors of this non-profit corporation shall be:

Tammy de Weerd
2090 W. Chateau Dr.
Meridian, ID 83642

Keith Bird
1022 West 8th
Meridian, ID 83642

Dave Costello
2824 W. Kandice Ct.
Meridian, ID 83642

John T. Berg
778 E. Trinidad Dr.
Meridian, ID 83642

Dennis Hinrichs
1145 W. Kimra
Meridian, ID 83642

Michell Bird
3545 W. Tupelo Ct.
Meridian, ID 83642

David Moe
3440 Sugar Creek Drive
Meridian, ID 83642

Gregory Corrie
2114 W. Chateau Dr.
Meridian, ID 83642

Paul Newcomb
3837 Harbor Point
Meridian, ID 83642

VI
PURPOSES

The nature of the business and the objectives and purposes of this non-profit corporation shall be:

To raise funds for, and awareness of, parks and recreation facilities in the City of Meridian, Joint School District No. 2, the Western Ada County Recreation District, and the surrounding geographical area.

To conduct itself as a non-profit corporation for Federal and State tax purposes as defined by § 503(c) of the Internal Revenue Code.

To buy, sell, acquire, transfer, exchange, lease, rent, occupy and possess, whether for business or commercial purposes, real property including but not limited to, timber, water and minerals of all kinds and nature, and to sell, subdivide, separate and segregate for sale, lease, transfer, exchange or purchase, any and all portions of such real property to which the non-profit corporation may own, possess or hold option or title of any kind.

To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; and, to loan its funds, with or without security, on notes, open accounts or otherwise.

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts, or obligations of any non-profit corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging

therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks, so owned.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, enterprises, undertakings and operations.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

To buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner dispose of or encumber real estate necessary to the purposes and objectives of the non-profit corporation and any and all estates and interests therein, whether within or without the State of Idaho.

To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward

carrying the same into effect, and to appropriate any of the non-profit corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

To acquire, and pay for in cash, the good-will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or non-profit corporation.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the non-profit corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the non-profit corporation's property or rights.

To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said non-profit corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

To have one or more offices, and to carry on all or any of its operation and business and without restriction or limit as to amount, and to purchase, or otherwise dispose of real and personal property of every class and description in any of the states and districts of the United States.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that an enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this non-profit corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon non-profit corporations.

VII

DIRECTOR'S POWERS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter By-Laws of this non-profit corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgage and liens upon the real and personal property of this non-profit corporation. If the By-Laws so provide, to designate two or more of its directors to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the By-Laws of this non-profit corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and

affairs of this non-profit corporation, and have power to authorize the seal of this non-profit corporation to be affixed to all papers which may require it.

The Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this non-profit corporation, including its goodwill and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the non-profit corporation.

This non-profit corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VIII

DIRECTORS LIABILITY

The private property of the directors shall not be subject to the payment of corporate debts to any extent whatsoever.

IX

DISSOLUTION

In the event of the dissolution or final liquidation of this non-profit corporation, distribution of any assets or funds held by this non-profit corporation shall be distributed to the City of Meridian to be used for the acquisition of parks and recreational facilities in the City of Meridian.

X

NO MEMBERS

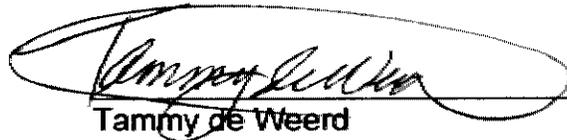
This corporation shall not have members.

XI

AMENDMENT

This non-profit corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the directors herein are granted, subject to this reservation.

I, THE UNDERSIGNED, being the incorporator of Friends of Meridian Parks, Inc., for the purpose of forming a non-profit corporation to do business both within and without the State of Idaho, and pursuant to the laws of the State of Idaho, hereby make and file these Articles of Incorporation for non-profit corporation, declare and certify that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 10th day of December, 1998.



Tammy de Weerd

