



CERTIFICATE OF INCORPORATION
OF

IDAHO SMALL BUSINESS ASSOCIATION, INC.

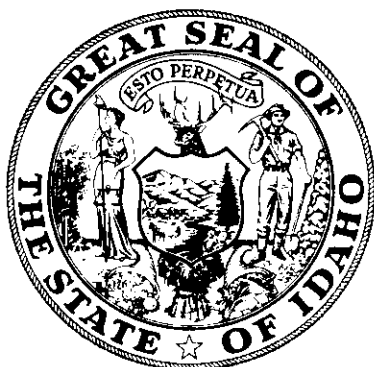
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO SMALL BUSINESS ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 17, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES of INCORPORATION

IDAHO SMALL BUSINESS ASSOCIATION, Inc.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate themselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, Section 30-117A, Idaho Code and the laws of the United States under Section 501(c)6 of the Internal Revenue Code of 1954, for the purposes hereinafter stated:

I

The name of this corporation shall be IDAHO SMALL BUSINESS ASSOCIATION, INC.. Its principal office shall be in Coeur d'Alene, Idaho. It may have other offices in such places in or out of the State of Idaho as the directors may from time to time determine. In these articles the corporation is called the Association.

II

The term for which the Association shall exist shall be perpetual.

III

It is intended that this Association shall qualify as a business league as defined in Section 501(c)6, Internal Revenue Code of 1954, and any amendments thereto; and, as such, shall be exempt from taxation and particularly Federal income tax.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association 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 herein.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for the purpose of the improvement of business conditions of one or more lines of business and which shall at the time qualify as an exempt organization or organizations under Section 501(c)6 of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so

disposed of shall be disposed of by the District Court of the County in which the principle office of the Association is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IV

The objects and purposes for which the Association is formed shall be and are exclusively providing for the improvement of business conditions as those terms are used in Section 501(c)6, Internal Revenue Code of 1954 (or such corresponding provision of any future United States Internal Revenue Law). Such objects and purposes being:

- (1) To promote the welfare of small business in the State of Idaho and elsewhere;
- (2) To provide a medium through which the needs of smaller businesses may be articulated and common action may be taken by those engaged in small businesses for their mutual benefit;
- (3) To cooperate with business organizations and groups, now or hereinafter organized, to the end that the interests of small business may be benefitted and enhanced;
- (4) To educate small businesspersons and others, in the problems which small businesses face, to enable them to meet such problems more effectively; among such problems are the protection, preservation, strengthening, and perpetuation of the American system of free and competitive enterprise and the education of all in the matters that threaten such systems and the actions to be taken to halt such threats;
- (5) To promote and support , in a non-partisan manner, legislation and other governmental activities which may benefit small businesses and to oppose legislation and other governmental activities which may be detrimental to the interests of small businesses.

V

The membership of the Association shall consist of the Board of Directors and such other individuals, groups, or persons as may be provided in the By-Laws of the Association.

VI

The provisions for the regulation of the internal affairs of the Association shall be contained in the By-Laws, which shall be duly adopted by the Board of Directors of the Association.

VII

The street address of the initial registered office of the Association and the name of its initial registered agent at such street address is as follows:

ROBERT L. NEWHART II
325 PARK DRIVE
COEUR D'ALENE, IDAHO
83814

VIII

The number of directors constituting the initial Board of Directors of the Association shall be three (3), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify, are:

ROBERT C. ANDERSON	N. 2750 CRANSTON COURT, POST FALLS, IDAHO 83854
JOYCE A. NEWHART	325 PARK DRIVE, COEUR D'ALENE, IDAHO 83814
ROBERT L. NEWHART	325 PARK DRIVE, COEUR D'ALENE, IDAHO 83814

IX

The name and address of the incorporator of the Association is as follows:

ROBERT L. NEWHART II
325 PARK DRIVE
COEUR D'ALENE, IDAHO 83814

In testimony whereof the following persons acknowledge that they are citizens of the United States, over 21 years of age, and have voluntarily joined together to incorporate this Association under the laws of the State of Idaho.

DATED THIS 10th DAY OF MARCH, 1983.


ROBERT L. NEWHART II

3-10-83
DATE