



CERTIFICATE OF INCORPORATION
OF

ROTARY CLUB OF BOISE, INC.

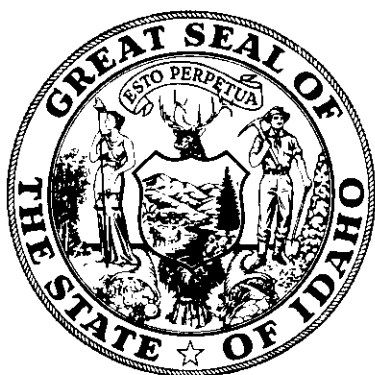
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ROTARY CLUB OF BOISE, 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 May 17, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Hiner

Corporation Clerk

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF BOISE, INC.
AN IDAHO NON-PROFIT ORGANIZATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho. Pursuant thereto we certify as follows:

ARTICLE I

The name of this non-profit corporation is the "ROTARY CLUB OF BOISE, INC."; that this corporation is not organized for pecuniary profit and that this corporation is hereby designated to be a non-profit corporation.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The purposes for which the corporation is organized are as follows:

1. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or

any part of the income therefrom and the principal thereof exclusively for charitable, benevolent, eleemosynary, educational, religious, scientific or cultural purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

2. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under

Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

9. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, benevolent, eleemosynary, educational, religious, scientific or cultural organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

The Registered Agent of this corporation is hereby designated as Martin, Chapman, Martin & Haff, and the Registered Office of this corporation is hereby designated as: Suite 800, One Capital Center, 999 Main Street, Boise, Idaho 83702, which address is the business office of the Registered Agent designated as above set forth. The business office of this corporation is 802 West Bannock, P. O. Box 1636, Boise, Idaho 83701.

ARTICLE V

The Board of Directors shall have the right to make, amend, alter or repeal the by-Laws, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation, for the government of the affairs of the corporation and the management of its properties.

ARTICLE VI

The number of Directors of this corporation shall be not less than five (5) nor more than fifteen (15) as provided in the By-laws. The number of directors constituting the initial Board of Directors of this non-profit corporation is five (5) and the names and addresses of the persons who are to serve as directors until the first Annual Meeting of Directors or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Victor H. Duke	2513 Redway Road Boise, Idaho 83704
A. Stanley Rhees	3023 Hillway Drive Boise, Idaho 83702
Phillip N. Sansotta	2913 Whidden Street Boise, Idaho 83702
Michael A. Thometz, Jr.	3220 Crescent Rim Drive Boise, Idaho 83706
Richard N. White, II	21 North Orchard St. Boise, Idaho 83706

ARTICLE VII

That private property of the members of this corporation shall not be subject to the payment of any corporation debt.

ARTICLE VIII

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other offices as the Board of Directors shall deem necessary. Each of the officers

shall have such powers as are conferred by the By-Laws of the corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE IX

Membership: The Members of the corporation at any time shall be those persons who at such times are members in good standing of the Rotary Club of Boise, Inc.

ARTICLE X

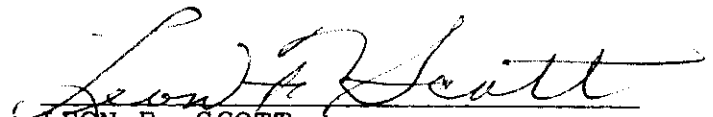
The names and addresses of the incorporators are as follows:


<u>Name</u>	<u>Address</u>
David Clair Bush	6820 McMullen Road Boise, Idaho 83709
Joe Robinson, Jr.	901 Bannock Street Boise, Idaho 83702
Leon F. Scott	10315 Counry Squire Boise, Idaho 83704
Hal K. Hall	8701 Brynwood Drive Boise, Idaho 83704
Victor H. Duke	2513 Redway Road Boise, Idaho 83704
A. Stanley Rhees	3023 Hillway Drive Boise, Idaho 83702
Phillip N. Sansotta	2913 Whidden Street Boise, Idaho 83702
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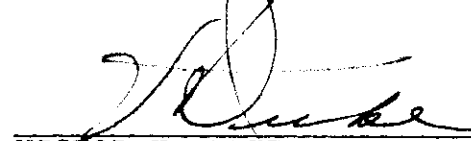
IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 3rd day of May, 1984.


DAVID CLAIR BUSH


JOE ROBINSON, JR.


LEON F. SCOTT



HAL K. HALL


VICTOR H. DUKE


A. STANLEY RHEES


PHILLIP N. SANSOTTA


MICHAEL A. THOMETZ, JR.


RICHARD N. WHITE, II

DAVID B. HILL
Certified Public Accountant
3300 Kootenai
Boise, Idaho 83702
Telephone: (208) 345-0591

**SECRETARY OF
STATE**

Claire Bush
President
Rotary Club of Boise
P.O. Box 1636
Boise, Idaho 83701

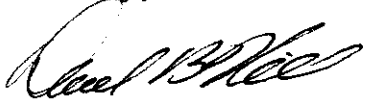
May 14, 1984

Dear Clair:

According to John Chapman, in order for your Rotary Club to incorporate under the name "Rotary Club of Boise Inc.", the Secretary of State needs the permission of our club, apparently because of the similarity in names.

Please be assured that our club has no objections to your use of the name "Rotary Club of Boise Inc.".

Sincerely,



Vice President
Rotary Club of Boise Southwest