

**FILED EFFECTIVE**

2013 OCT 11 AM 9:20

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**DESTINATION CALDWELL, INC.**

We, the undersigned, desiring to form a non-profit corporation under the statutes of the State of Idaho, do hereby make, subscribe and acknowledge as follows:

**ARTICLE ONE**

**NAME**

The name of the corporation is DESTINATION CALDWELL, INC.

**ARTICLE TWO**

**PURPOSE**

The corporation is organized for the purpose of promoting Caldwell, Idaho as a destination, improving business conditions in Caldwell and the surrounding area, and organizing and motivating an association of persons with the common interest of making Caldwell, Idaho a better place.

**ARTICLE THREE**

**NON-PROFIT PURPOSE**

This corporation is organized exclusively for non-profit purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue, or the corresponding section of any future federal tax code. Notwithstanding any other provision of

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE  
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these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code. The corporation is formed exclusively for purposes which are not for profit, and not for pecuniary benefit or financial gain. No part of the corporate assets, net income or profits shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a non-profit corporation under the nonprofit corporation laws of the State of Idaho and Section 501(c)(6) of the Internal Revenue Code.

#### **ARTICLE FOUR** **DURATION**

The period of the duration of this corporation is perpetual.

#### **ARTICLE FIVE** **PROHIBITED ACTIVITIES**

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE SIX** **MEMBERS**

voting

The corporation shall have one class of members, whose qualifications will be established in the Bylaws.

**ARTICLE SEVEN**  
**REGISTERED OFFICE AND AGENT**

The address of the corporation's registered office is 704 Blaine Street, Caldwell, Idaho 83605.

The initial registered agent at such address is Theresa Hardin.

**ARTICLE EIGHT**  
**DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is five

(5). The names and addresses of the persons who are to serve as the initial directors are: Keri K. Smith-Sigman, Ken Wien, Tina Biggers, Theresa Hardin, and Loni Trude, all directors  
Address: 704 Blaine St Caldwell ID 83605

**ARTICLE NINE**  
**DISTRIBUTION ON DISSOLUTION OR LIQUIDATION**

The assets of this corporation are irrevocably and permanently dedicated to charitable purposes. Upon the dissolution of the corporation, its assets shall be distributed only for exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code or to a non-profit fund, foundation or corporation, which has established its tax-exempt status under Section 501(c) of the Internal Revenue Code.

**ARTICLE TEN**  
**AMENDMENTS**

These Articles of Incorporation may be amended from time to time in any manner lawful under the Non-profit Corporation Act of the State of Idaho.


**ARTICLE ELEVEN**  
**INCORPORATORS**

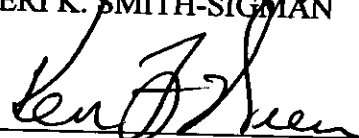
The name and street address of each incorporator is:

Keri K. Smith-Sigman  
16365 W. Linden  
Caldwell, ID 83607

Ken Wien  
16847 Lonkey Road  
Caldwell, ID 83607

IN WITNESS WHEREOF, we have hereunto set our hands this 2<sup>d</sup> day of October, 2013.

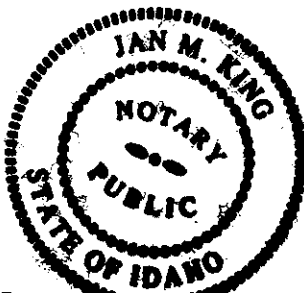
  
\_\_\_\_\_  
KERI K. SMITH-SIGMAN


  
\_\_\_\_\_  
KEN WIEN

STATE OF IDAHO                     )  
  : ss.  
County of Canyon                 )

On this 2<sup>nd</sup> day of October, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared KERI K. SMITH-SIGMAN, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she 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.

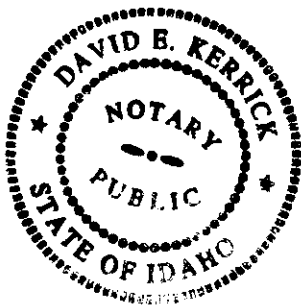


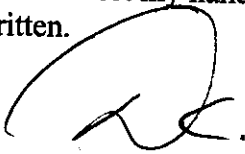
  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Caldwell, Idaho  
My Commission Expires: 8-5-2017

STATE OF IDAHO                    )  
  : ss.  
County of Canyon                )

On this 24 day of September, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared KEN WIEN, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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  
Residing at: Caldwell Idaho  
My Commission Expires: 8/1/18