



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GOODING CHAMBER OF COMMERCE, 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 _____

GOODING CHAMBER OF COMMERCE, 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 November 6, 19 81.



Pete T. Cenarrusa
SECRETARY OF STATE

Penny Gorsa
Corporation Clerk

ARTICLES OF INCORPORATION
OF
GOODING CHAMBER OF COMMERCE, INC.

We, the undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the United States, desiring to form a non-profit corporation hereinafter referred to as the "Corporation" pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code, known as the "Idaho Non-Profit Corporation Act", do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation shall be Gooding Chamber of Commerce, Inc.

ARTICLE II.

The Corporation shall be non-political and non-profit, and shall not engage in any business for pecuniary profit.

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III.

The Corporation is to have a perpetual existence.

ARTICLE IV.

The purpose or purposes for which the Corporation is organized is to engage in any lawful activity with the purpose for which Corporations may be organized under Title 30, Chapter 3, of the Idaho Code, without limiting the generality of the preceding sentence. It is expressly stated that the purpose for which the Corporation is organized shall include:

1. To foster, encourage, aid and assist the growth, development and general welfare, material and otherwise, of the City of Gooding, State of Idaho, and of the territory

surrounding and adjacent to said City of Gooding, and to take all the necessary steps and incur the necessary expenses for carrying out said purposes; to lease, purchase, or otherwise acquire buildings or rooms for its own use; to take and hold real and personal property for its own use and benefit, and to sell and mortgage the same; and to do any and all acts usual or necessary in carrying out any and all of the purposes of said Corporation.

Further, this Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 410(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Federal Revenue Code.

ARTICLE V.

The Corporation shall be organized without capital stock, on a membership basis with one class of membership.

Voting rights shall be exercised by the members at any meeting of the Corporation.

The name and address of the Corporation is Gooding Chamber of Commerce, Inc. and the post office address is 308 5th Avenue West, Gooding, Idaho 83330.

ARTICLE VI.

The members of the Corporation are vested with the management of its affairs pursuant to Section 30-314(c), Idaho Code.

ARTICLE VII.

The Corporation shall have all the powers specified in Chapter 3, Title 30, Idaho Code, and by any section of Chapter 1, Title 30, Idaho Code, which are not inconsistent with the provisions of said Chapter 3, Title 30.

ARTICLE VIII.

The street address of its initial registered office is 308 5th

Avenue West, Gooding, Idaho, and the name of its initial registered agent is J. E. Heller, whose address is 308 5th Avenue West, Gooding, Idaho 83330.

ARTICLE IX.

The name and address of the directors constituting the initial board of directors are:

- | | | |
|-----------------|-------------------|-----------------------|
| 1. Jim Alcorn | Route #2 | Gooding, Idaho 83330 |
| 2. Mel Magnelli | 422 Orchard Dr. | Gooding, Idaho 83330 |
| 3. Ron Fager | 620 14th St. West | Gooding, Idaho 83330 |
| 4. Tom Jones | Route 2, Box 124A | Gooding, Idaho 83330 |
| 5. Bob Mink | 611 Elm Circle | Gooding, Idaho 83330 |
| 6. Monte Baker | 806 Illinois St. | Gooding, Idaho 83330 |
| 7. Vern France | Route 1, Box 223 | Gooding, Idaho 83330 |
| 8. Dale Ricks | Route 1 | Gooding, Idaho 83330 |
| 9. Doug Shrank | Route 1 | Hagerman, Idaho 83332 |
| 10. Autry Haws | 620 Elm Circle | Gooding, Idaho 83330 |

The above directors shall serve until the first annual meeting of the Corporation. All directors thereafter shall be elected in the manner and for the term prescribed in the Corporation's By-Laws.

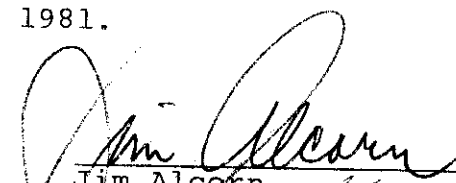
The manager and secretary is the registered agent, above named.

ARTICLE X.

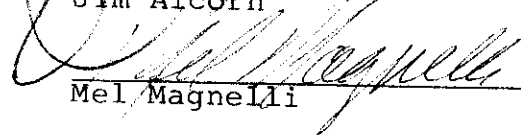
The name and street address of each incorporator is:

Jim Alcorn	Route 2	Gooding, Idaho 83330
Mel Magnelli	422 Orchard Drive	Gooding, Idaho 83330
J. E. Heller	308 5th Ave. West	Gooding, Idaho 83330

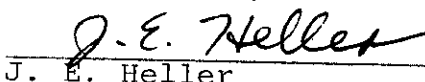
IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 4th day of November 1981.



Jim Alcorn



Mel Magnelli

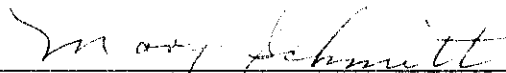


J. E. Heller

STATE OF IDAHO)
) ss.
County of Gooding)

On this ~~27th~~ day of ^{November} ~~October~~, 1981, before the undersigned, a Notary Public for said State, personally appeared Jim Alcorn, Mel Magnelli and J.E. Heller, 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 first above written.



Mary Schmitt, Notary Public for the
State of Idaho, Residing at Gooding,
Idaho.