



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

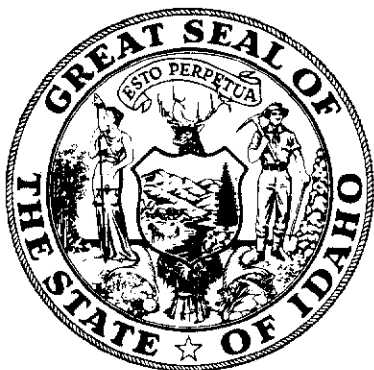
DOWNTOWN BOISE ASSOCIATION, INC.

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 DOWNTOWN BOISE
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.

June 19, 87
Dated _____, 19 ____.



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. McKinley
Corporation Clerk

ARTICLES OF INCORPORATION
OF
DOWNTOWN BOISE ASSOCIATION, INC.

JUN 19 4 13 PM '87

SECRETARY OF STATE

The undersigned, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, hereby adopt the following Articles of Incorporation for this nonprofit corporation:

ARTICLE I
Name

The name of this corporation shall be Downtown Boise Association, Inc. This corporation shall be a nonprofit corporation, and its duration shall be perpetual.

ARTICLE II
Location

The location and post office address of this nonprofit corporation shall be 711 1/2 West Bannock Street, Boise, Idaho 83702. The registered agent shall be Jane A. Lloyd.

ARTICLE III
Purposes and Powers

The exclusive purpose of this nonprofit corporation is to administer the operation of a Business Improvement District for downtown Boise, pursuant to sections 50-2601 through 50-2622, Idaho Code (the District). In furtherance of its purpose, the Association shall have the power to:

(a) Hire or contract for a downtown manager and appropriate staff to assist in the promotion and coordination of the downtown area encompassed within the District, including the design and

implementation of advertising and promotions, recruiting new businesses, assisting the redevelopment of downtown business, and operating and maintaining downtown improvements; and

(b) Undertake on behalf of the District any and all other activities in furtherance of the purposes for which such business improvement districts may be formed under section 50-2601, Idaho Code.

ARTICLE IV Directors

This nonprofit corporation shall have a board of directors, in which shall be vested all of the power and authority to supervise, control, direct, and manage the property, affairs, and activities of the nonprofit corporation. The rights, powers, and privileges of the directors shall be fixed in the By-laws, except insofar as set forth herein. The By-laws of this nonprofit corporation may, from time to time, be altered, amended, suspended, repealed, or new By-laws adopted by a resolution adopted by a two-thirds majority of the entire board of directors of this nonprofit corporation.

The personal liability of a director to the corporation or its members for monetary damages shall be eliminated subject to the limitations set forth in section 30-1-54(2), Idaho Code.

The number of directors shall not be less than twelve (12) nor more than twenty-one (21). The initial directors to serve until their successors are duly elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Ron Berning	The Yogurt Way 715 West Idaho Boise, Idaho 83702
Joan Carley	Old Boise 609 Main Street Boise, Idaho 83702
Jeff Casey	Cafe Ole' 404 South Eighth Street Suite 420 Boise, Idaho 83702
Jack Coonce	Oppenheimer Development Corp. Drawer O 999 Main Street Boise, Idaho 83702
Richard Erne	Touche Ross 101 South Capitol Boulevard Suite 1800 Boise, Idaho 83702
Mike Everett	Boise Cascade Corp. One Jefferson Square Boise, Idaho 83728
Chris Findlay	The Bouquet 885 East Pennsylvania Boise, Idaho 83706
Kim Haskell	The Bon P.O. Box 19 Boise, Idaho 83701
Don Knickrehm	Hawley Troxell Ennis and Hawley P.O. Box 1617 Boise, Idaho 83701
Hollis Korte	City Center Gallery 222 North Ninth Street Boise, Idaho 83702
Blaine Lenon	Moore Financial P.O. Box 8247 Boise, Idaho 83733
Gary Mahn	Fisher's Office Equipment P.O. Box 1616 Boise, Idaho 83701

Robert Mink	First Security Bank P.O. Box 7069 Boise, Idaho 83730
Patrick Nagel	Idaho Camera 1310 North Orchard Boise, Idaho 83706
Kaye O'Riordan	Elam, Burke and Boyd P.O. Box 1559 Boise, Idaho 83701
Tracy Andrus Shane	Andrus-Shane P.O. Box 2016 Boise, Idaho 83701
Gary Smith	The Mode 802 Idaho Street Boise, Idaho 83702
Phil Winterbourne	E.F. Hutton 945 Bannock Street Boise, Idaho 83702

ARTICLE V Members

The members of this nonprofit corporation shall be each of the entities assessed pursuant to the provisions of the ordinance of the Boise City Council establishing the District. The voting rights of the members shall be set forth in the By-Laws of this nonprofit corporation.

ARTICLE VI Activities

No part of the net earnings of this nonprofit corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that this nonprofit corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of this nonprofit corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this nonprofit corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this nonprofit corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VII Dissolution

This nonprofit corporation shall not be dissolved except following the favorable vote of a majority of the votes of the entire membership at a meeting duly called for that purpose. Upon dissolution, all assets belonging to this nonprofit corporation, after due provision for any liabilities then outstanding and unpaid, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the Boise city government for a public purpose. Any such assets not so disposed of shall be disposed of by the Fourth Judicial District Court in Ada County, exclusively for such purposes, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII
Liability

No members of the board of directors and no officer duly appointed by the board shall have any personal liability for acts performed in his or her official capacity in good faith, nor shall any such director or officer be liable for nonfeasance or misfeasance in the performance of duties, but only in case of malfeasance. This nonprofit corporation shall indemnify the members of its board of directors, its officers, agents, and employees against any and all expenses and liabilities, including attorney fees and other costs, which they or any of them incur in connection with any suit or suits which may be brought against them or any of them involving or pertaining to any of their official acts or duties (whether it be alleged that such acts are ultra vires or otherwise), provided only that in such suit or suits personal liability is finally established against them incident to any act of malfeasance on their part. This provision shall not be deemed to prevent compromise of any such litigation when such compromise is deemed advisable.

ARTICLE IX
Amendment

The members of this nonprofit corporation shall have the power by a two-thirds majority of the votes of the entire membership of this nonprofit corporation to amend the Articles of Incorporation from time to time, except that Articles III, VI, VII, and IX shall not be amended.

ARTICLE X
Incorporators

The incorporators consist of the following persons:

<u>Name</u>	<u>Address</u>
Jeff Casey	Cafe Ole' 404 South Eighth Street Suite 420 Boise, Idaho 83702
Shirley Christoffersen	Consolidated Property Management P.O. Box 2666 Boise, Idaho 83701
Jay Clemens	Boise Area Chamber of Commerce P.O. Box 2368 Boise, Idaho 83070
David Eberle	EBCO, Inc. 1109 Main Street Boise, Idaho 83702
Richard Erne	Touche Ross 101 South Capitol Boulevard Suite 1800 Boise, Idaho 83702
Paula Gratiot	Balloons Over Boise 580 Main Street Boise, Idaho 83702
Doug Hale	First Interstate Bank 700 West Idaho Street Boise, Idaho 83702
Richard Holtz	Planning Dynamic Corporation P.O. Box 1458 Boise, Idaho 83701
Jane Lloyd	2072 Lemp Boise, Idaho 83702
Robert B. Loughrey	Boise Redevelopment Agency P.O. Box 987 Boise, Idaho 83701
Gary Mahn	Fisher's Office Equipment P.O. Box 1616 Boise, Idaho 83701

William Manning

Moore Financial
P.O. Box 8247
Boise, Idaho 83733

Robert Mink

First Security Bank
P.O. Box 7069
Boise, Idaho 83730

Phil Murelaga

Statehouse Inn
981 Grove Street
Boise, Idaho 83702

Patrick Nagel

Idaho Camera
816 West Idaho Street
Boise, Idaho 83702

Steve Purvis

City of Boise
150 North Capitol Boulevard
Boise, Idaho 83702

Cathrine M. Reed

C.M. Reed and Associates
P.O. Box 8861
Boise, Idaho 83707

Sue Reents

908 North 18th Street
Boise, Idaho 83702

Joan Rolfe

Fancy Pickens
215 North Eighth Street
Boise, Idaho 83702

Gary Smith

The Mode
802 Idaho Street
Boise, Idaho 83702

Phil Winterbourne

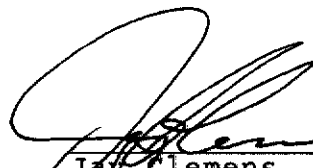
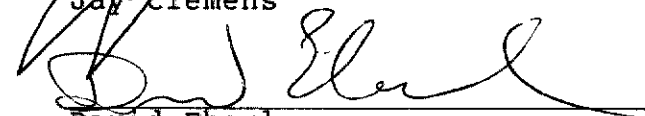
E.F. Hutton
945 Bannock Street
Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned have signed duplicate originals of these Articles of Incorporation this _____ day of June, 1987.




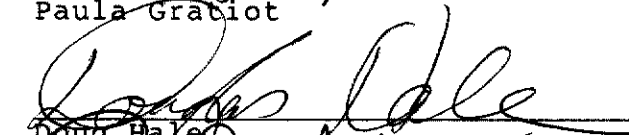
Jeff Casey

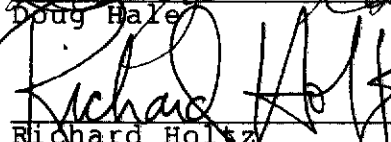
Shirley Christoffersen


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David Eberle


Richard Erne


Paula Gratiot

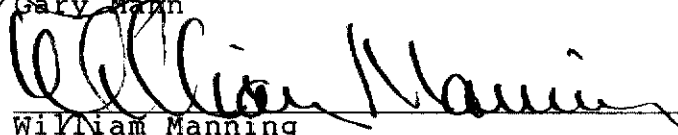

Doug Hale

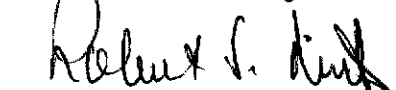

Richard Holz



Jane Lloyd

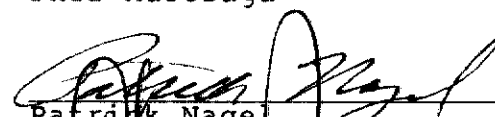

Robert B. Loughrey

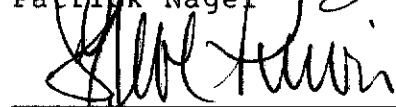

Gary Mann

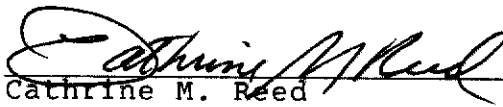

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