

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CAPITAL CITY UNLIMITED, 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 CAPITAL CITY UNLIMITED, 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 21, 19 84.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION 3 46

OF  
SECRETARY OF  
CAPITAL CITY UNLIMITED STATE

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned voluntarily join together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, Title 30, Chapter 3, Idaho Code, for the purposes hereinafter stated:

I

The name of the corporation shall be Capital City Unlimited, Inc.

II

This corporation is a nonprofit corporation.

III

The term for which this corporation shall exist shall be perpetual.

IV

The location and post office address of the registered office of this corporation shall be 300 First Security Building, Boise, Idaho, 83701, and the name of the registered agent at that address shall be MTB&B Service Company.

V

The objects and purposes for which this corporation is formed shall be and are:

1. In the public interest of the community, to cooperate with local agencies, departments and officials in the redevelopment of downtown Boise, such area encompassing the area from 17th Street to Avenue C and from Fort Street to the Boise River.

2. In the public interest of the community, to serve as coordinating linkage with the Boise Redevelopment Agency and its developer in the improvement and redevelopment of said

downtown area, and to promote the remodeling and construction of such buildings, improvements and facilities as will best serve the needs of the public in such downtown area.

3. In the public interest of the community, to receive from any and all available sources, funds and grants for corporate purposes, and to solicit, receive, expend and utilize the proceeds of fees, donations, bequests, legacies, pledges, commitments and undertakings for any purpose for which this corporation is formed.

4. In the public interest of the community, to purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, manage, market and otherwise deal in and with real property, or any interest therein, situated within the area described in Article V, Section 1.

5. In the public interest of the community, to sponsor community events and other endeavors consistent with the purposes for which this corporation is formed.

6. It is intended that this corporation shall qualify as a corporation exempt from taxation and particularly federal income taxation under Section 501(c), Internal Revenue Code of 1954, as amended. 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), Internal Revenue Code of 1954, as amended.

7. In the public interest of the community and consistent with the goals, purposes and objectives set forth herein, this corporation shall possess all powers permitted by law to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects herein enumerated, or incidental to the purposes and objects herein named, and which are permitted under the laws of the State of Idaho under which this corporation is organized.

8. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c), Internal Revenue Code of 1954, as amended, as the Board of Trustees shall determine. Any of such assets not so disposed of

shall be disposed of by the District Court of Ada County exclusively for such purposes or to such organization or organizations as said Court shall determine.

VI

The governing body of this corporation shall be managed and conducted by a Board of Trustees. The number of Trustees constituting the initial Board of Trustees shall be ten (10). The number of Trustees of the corporation shall be fixed from time to time by or in the manner provided in the bylaws, but the number thereof shall never be less than nine (9).

The Trustees shall be divided into three (3) classes, each class to be as nearly equal in number as possible. The term of office of Trustees of the first class shall expire at the first annual meeting of Trustees after their election, the term of office of the second class shall expire at the second annual meeting after their election, and the term of office of the Trustees of the third class shall expire at the third annual meeting after their election. At each annual meeting thereafter, the number of Trustees equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. No classification of directors shall be effective prior to the first annual meeting of members.

The names and addresses of the persons to serve as Trustees until their term of office expires, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert D. Bolinder	Albertson's, Inc. 250 Parkcenter Blvd. Boise, Idaho 83706
James E. Bruce, Jr.	Idaho Power Co. 1220 West Idaho Boise, Idaho 83702
Jane B. Daly	YWCA 720 West Washington Boise, Idaho 83702
John B. Fery	Boise Cascade Corporation One Jefferson Square Boise, Idaho 83728

Fred C. Humphreys	The Idaho First National Bank 101 South Capitol Blvd. Boise, Idaho 83702
Charles M. Newhouse	The Bazaar Inc. 7840 Fairview Avenue Boise, Idaho 83704
Peter S. O'Neill	River Run Development Suite 130 380 East Parkcenter Blvd. Boise, Idaho 83706
James E. Phelps	First Security Bank of Idaho, N.A. 119 North Ninth Boise, Idaho 83702
Gary F. Sherlock	The Idaho Statesman 1200 North Curtis Road Boise, Idaho 83706
Eugene C. Thomas	Moffatt, Thomas, Barrett & Blanton, Chartered 300 First Security Bldg. Boise, Idaho 83702

#### VII

This corporation is formed without capital stock but shall have members, the manner of election, appointment, qualifications and rights thereof to be prescribed in its bylaws.

#### VIII

The names and street addresses of the incorporators hereof are as follows:

<u>Name</u>	<u>Address</u>
Robert D. Bolinder	Albertson's, Inc. 250 Parkcenter Blvd. Boise, Idaho 83706
James E. Bruce, Jr.	Idaho Power Co. 1220 West Idaho Boise, Idaho 83702

Jane B. Daly	YWCA 720 West Washington Boise, Idaho 83702
John B. Fery	Boise Cascade Corporation One Jefferson Square Boise, Idaho 83728
Fred C. Humphreys	The Idaho First National Bank 101 South Capitol Blvd. Boise, Idaho 83702
Charles M. Newhouse	The Bazaar Inc. 7840 Fairview Avenue Boise, Idaho 83704
Peter S. O'Neill	River Run Development Suite 130 380 East Parkcenter Blvd. Boise, Idaho 83706
James E. Phelps	First Security Bank of Idaho, N.A. 119 North Ninth Boise, Idaho 83702
Gary F. Sherlock	The Idaho Statesman 1200 North Curtis Road Boise, Idaho 83706
Eugene C. Thomas	Moffatt, Thomas, Barrett & Blanton, Chartered 300 First Security Bldg. Boise, Idaho 83702

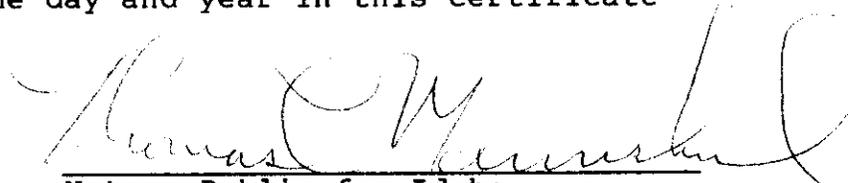
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 7 day of March, 1984.

  
\_\_\_\_\_  
Robert D. Bolinder

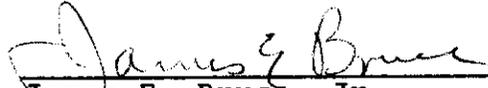
STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 7 day of March, 1984, before me, a notary public in and for said county and state, personally appeared ROBERT D. BOLINDER, known 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 Boise, Idaho

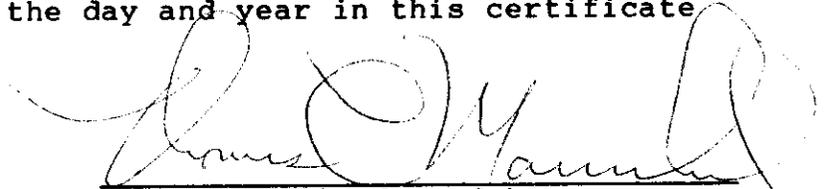
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day of March, 1984.

  
James E. Bruce, Jr.

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

On this 13 day of March, 1984, before me, a notary public in and for said county and state, personally appeared JAMES E. BRUCE, JR, known 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 Boise, Idaho

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 13 day of March, 1984.

  
\_\_\_\_\_  
Jane B. Daly

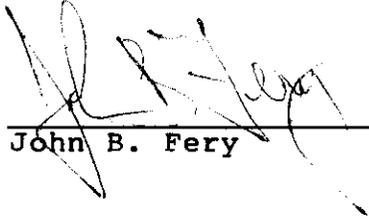
STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

On this 13 day of March, 1984, before me, a notary public in and for said county and state, personally appeared JANE B. DALY, known 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 Boise, Idaho

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 9 day of March, 1984.

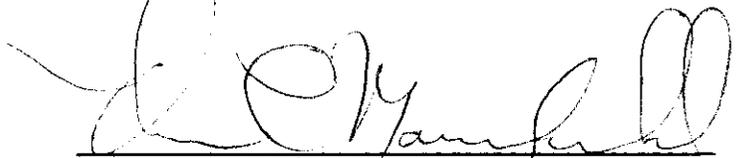
  
\_\_\_\_\_

John B. Fery

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

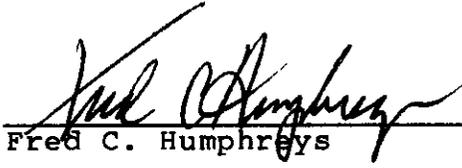
On this 9 day of March, 1984, before me, a notary public in and for said county and state, personally appeared JOHN B. FERY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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 Boise, Idaho

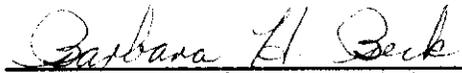
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 21<sup>st</sup> day of March, 1984.

  
Fred C. Humphreys

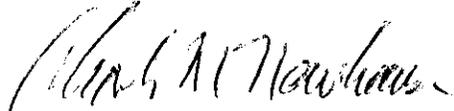
STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

On this 21<sup>st</sup> day of March, 1984, before me, a notary public in and for said county and state, personally appeared FRED C. HUMPHREYS, known 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 Boise, Idaho

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day of March, 1984.

  
\_\_\_\_\_  
Charles M. Newhouse

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 13 day of March, 1984, before me, a notary public in and for said county and state, personally appeared CHARLES M. NEWHOUSE, known 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 Boise, Idaho

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day of March, 1984.

*Peter S. O'Neill*

\_\_\_\_\_  
Peter S. O'Neill

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

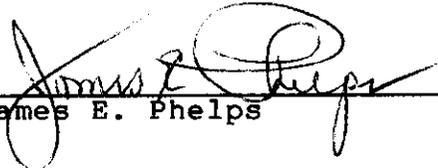
On this 13 day of March, 1984, before me, a notary public in and for said county and state, personally appeared PETER S. O'NEILL, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

*[Handwritten Signature]*

\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho

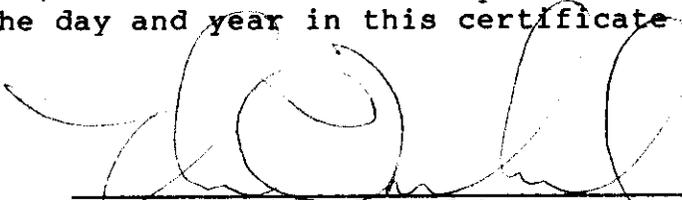
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day of March, 1984.

  
James E. Phelps

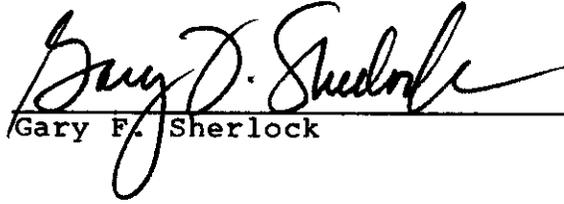
STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

On this 13 day of March, 1984, before me, a notary public in and for said county and state, personally appeared JAMES E. PHELPS, known 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 Boise, Idaho

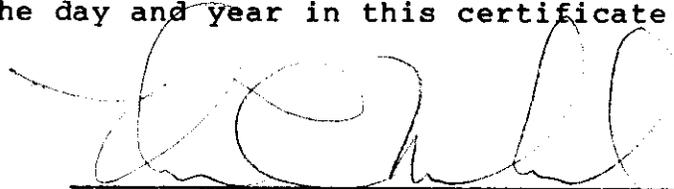
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day of March, 1984.

  
\_\_\_\_\_  
Gary F. Sherlock

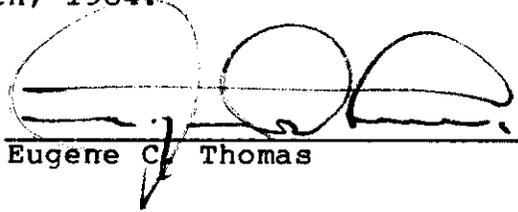
STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

On this 13 day of March, 1984, before me, a notary public in and for said county and state, personally appeared GARY F. SHERLOCK, known 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 Boise, Idaho

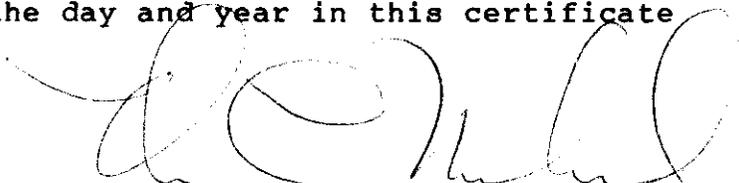
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day of March, 1984.

  
\_\_\_\_\_  
Eugene C. Thomas

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

On this 13 day of March, 1984, before me, a notary public in and for said county and state, personally appeared EUGENE C. THOMAS, known 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 Boise, Idaho