



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FRIENDS OF THE ADA COUNTY JUDICIAL SYSTEM, 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 _____

FRIENDS OF THE ADA COUNTY JUDICIAL SYSTEM, 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 _____ October 29, 19 90.

Pete Cenarrusa
SECRETARY OF STATE

John T. Clark
Corporation Clerk



ARTICLES OF INCORPORATION
OF
FRIENDS OF THE ADA COUNTY JUDICIAL SYSTEM, INC.

REC'D 5/14/99
SECRETARY OF STATE

THE UNDERSIGNED, in order to form a nonprofit corporation under Title 30, Chapter 3, of the Idaho Code, the Idaho Nonprofit Corporation Act, hereby signs and verifies the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is Friends of the Ada County Judicial System, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV. PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include the following:

1. To lessen the burdens of local government in the County of Ada, State of Idaho, and to otherwise benefit the community by promoting, developing, constructing, owning, operating, maintaining, and leasing real and personal property in said County

for local governmental functions, particularly the establishment of a judicial facility.

2. To undertake those things permitted by law necessary or incidental to the foregoing.

ARTICLE V. POWERS

Solely for the furtherance of the purposes set forth in Article IV above, and subject to such limitations and conditions as are or may be prescribed by law or in these Articles or the bylaws of the Corporation, the Corporation shall have all powers which now or are hereafter conferred by law upon a corporation organized for such purposes, including the following powers:

1. To purchase, take by gift, lease as lessee, and otherwise acquire, and to own, hold, and use real or personal property, or any interest therein, in furtherance of its corporate purposes;

2. To borrow money for its corporate purposes and to issue notes, bonds, and other obligations unsecured or secured by mortgage, pledge, or deed of trust of all or any of its property or income;

3. To make contracts and incur liabilities which may be appropriate to enable it to accomplish its corporate purposes;

4. To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property.

Notwithstanding any other provisions of these Articles, the Corporation is not empowered to conduct or carry on any activities not permitted to an organization qualifying as an exempt

organization under Section 501(c)(3) of the Internal Revenue Code, as now stated or as hereafter amended.

ARTICLE VI. PRIVATE FOUNDATION LIMITATIONS

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 1986, as the same now exists or as it may hereafter be amended.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as the same now exists or as it may hereafter be amended.

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.

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 1986, as the same now exists or as it may hereafter be amended.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as the same now exists or as it may hereafter be amended.

ARTICLE VII. POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted to Section

501(c)(3) organizations by the Internal Revenue Code, 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.

ARTICLE VIII. MEMBERSHIP

The board of directors of the Corporation shall comprise its membership.

The membership shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE IX. BOARD OF DIRECTORS

The management of the Corporation shall be vested in a board of no less than three directors.

The names and addresses of the initial directors who will manage the affairs of the Corporation until the first annual meeting of the board, as provided in the bylaws, and until successor directors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Howard I. Manweiler	960 Broadway, Suite 220 Boise, Idaho 83706
Carl P. Burke	702 W. Idaho, 10th Floor Boise, Idaho 83702
John T. Hawley	877 W. Main, Suite 1000 Boise, Idaho 83702

The existing directors may elect successor directors.

ARTICLE X. LIMITATION OF DIRECTOR'S LIABILITY

To the extent permitted by Idaho law, a director shall have no liability to the Corporation for monetary damages or conduct as

a director, except for acts or omissions that involve intentional misconduct by the director, or for a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each person who was, or is threatened to be made, a party to, or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person

who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise.

ARTICLE XII. BYLAWS

The authority to make, alter, amend or repeal bylaws is vested in the board of directors, and may be exercised at any regular or special meeting of the board.

The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of

directors shall be such as are prescribed by the bylaws of the Corporation.

The bylaws shall also provide for the number and title of officers and their terms of office.

ARTICLE XIII. PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or member of the Corporation or any private individual.

No director, officer, or member of the Corporation may receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered.

ARTICLE XIV. REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 350 N. 9th Street, Suite 400, Boise, Idaho 83702, and the initial registered agent at such address is Michael C. Moore.

ARTICLE XV. INCORPORATOR

The name and address of the incorporator are Michael C. Moore, 350 N. 9th Street, Suite 400, Boise, Idaho 83702.

ARTICLE XVI. DISPOSAL OF ASSETS

No director, officer, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or the winding up of its affairs. Upon such dissolution or winding up, all remaining assets of the Corporation shall be distributed for the uses and purposes set forth in Article IV, to the County

of Ada, State of Idaho, or to another organization that would then qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code, as now stated or as hereafter amended.

IN WITNESS WHEREOF, I set my hand and seal this 29th day of October, 1990.

Michael C. Moore

STATE OF IDAHO)
County of Ada) ss.

On this 29th day of October, 1990, before me, a Notary Public for the State of Idaho, personally appeared MICHAEL C. MOORE, 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.

Kristine Johnson
Notary Public for Idaho
Residing at Meridian, Idaho
My commission expires 7-26-93