

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2006 MAY 24 AM 8:38

OF

SECRETARY OF STATE  
STATE OF IDAHO

CITY CLUB OF IDAHO FALLS, INC.

The undersigned, acting as incorporators of CITY CLUB OF IDAHO FALLS, INC., a corporation to be organized under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for the corporation pursuant to the Act:

ARTICLE ONE

NAME

The name of the corporation is CITY CLUB OF IDAHO FALLS, INC.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

A. Discussion and education of the members of the organization and the general public on issues of civic responsibility and public interest.

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B. Charitable, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. Those purposes allowable pursuant to the Idaho Non-Profit Corporations Act.

## ARTICLE FIVE

### LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

## ARTICLE SIX

### MEMBERSHIP

The corporation shall have one class of members. Each member shall have voting privileges.

## ARTICLE SEVEN

### INCORPORATORS

That the names and addresses of the persons who are the incorporators are:

<u>Name</u>	<u>Address</u>
Gregory L. Crockett	P. O. Box 51219, Idaho Falls, ID 83405
D. Fredrick Hoopes	P. O. Box 51219, Idaho Falls, ID 83405
C. Timothy Hopkins	P. O. Box 51219, Idaho Falls, ID 83405
Mark Young	P. O. Box 51996, Idaho Falls, ID 83405

## ARTICLE EIGHT

### BOARD OF DIRECTORS

The number of directors of this corporation shall be that number designated by the Board of Directors from time to time as set forth in the bylaws, but no fewer than three (3) and no more than fifteen (15). The names and addresses of the persons who are to serve as directors until their successors are appointed and shall qualify are:

<u>Name</u>	<u>Address</u>
David G. Adler	153 Stonerun Lane, Idaho Falls, ID 83404

Gregory L. Crockett	P. O. Box 51219, Idaho Falls, ID 83405
D. Fredrick Hoopes	P. O. Box 51219, Idaho Falls, ID 83405
C. Timothy Hopkins	P. O. Box 51219, Idaho Falls, ID 83405
Mark S. Young	P. O. Box 51996, Idaho Falls, ID 83405
Gerald Scheid	5584 W. 33 N., Idaho Falls, ID 83402

## ARTICLE NINE

### REGISTERED OFFICE AND AGENT

The location and address of the initial registered office of the corporation is Gregory L. Crockett, 428 Park Avenue, Idaho Falls, Idaho 83402 and the name of the initial registered agent of the corporation at such address is Gregory L. Crockett.

## ARTICLE TEN

### INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Idaho Non-profit Corporation Act, and the Idaho Business Corporation Act.

## ARTICLE ELEVEN

### DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation [to such organization or organizations as shall at that time qualify as exempt organizations under

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time,  
in such manner as the Board of Directors shall determine.

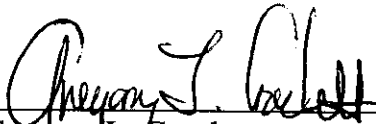
## ARTICLE TWELVE

### AMENDMENT

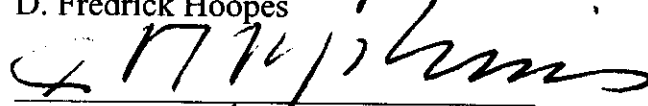
All amendments to these Articles shall require approval of the Board of  
Directors.


IN WITNESS WHEREOF, I have hereunto set my hand this 17<sup>th</sup> day of  
May, 2006.

#### INCORPORATORS

  
\_\_\_\_\_  
Gregory L. Crockett

  
\_\_\_\_\_  
D. Fredrick Hoopes

  
\_\_\_\_\_  
C. Timothy Hopkins

  
\_\_\_\_\_  
Mark S. Young