

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IDAHO CCIM CHAPTER, INC.**

<i>For Office Use Only</i> <b>-FILED-</b> File #: 0004500958 Date Filed: 11/16/2021 4:48:00 PM
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Effective upon the date of filing these Amended and Restated Articles of Incorporation, Idaho CCIM Chapter, Inc. (the "Corporation"), incorporated under the Idaho Nonprofit Corporation Act, as amended (the "Act"), amends and restates in its entirety the Corporation's original Articles of Incorporation and all previous amendments thereto as follows:

**ARTICLE I.  
NAME**

The name of the Corporation is: Idaho CCIM Chapter, Inc.

**ARTICLE II.  
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III.  
PERIOD**

The period of duration of the Corporation is perpetual.

**ARTICLE IV.  
PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The principal office of the Corporation is located at 855 W. Broad St., Suite 300, Boise, ID 83702. The address of the registered office is 855 W. Broad St., Suite 300, Boise, ID 83702, and the name of the registered agent at this address is David Gronbeck.

**ARTICLE V.  
PURPOSES**

The Corporation is organized for the purpose of promoting the common business interests of entities and individuals in the commercial real estate industry in the State of Idaho consistent with the policies and practices of the CCIM Institute. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 of 1986, as amended (the "Code") or corresponding provisions of any future federal tax code.

## **ARTICLE VI. LIMITATIONS**

The Corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation in effecting one or more purposes of the Corporation and to reimburse any actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

## **ARTICLE VII. MEMBERS**

The Corporation shall have members who shall have such rights, including the right to vote, as are provided in the Act and the Corporation's Bylaws that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. However, under no circumstances shall the number of Directors be less than three (3). Each Director of the Corporation shall, at all times, be a member of the Corporation. The Directors shall be elected by the voting members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

## **ARTICLE IX. MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

## **ARTICLE X. DISTRIBUTION ON DISSOLUTION**

Upon the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chapter, distribute any remaining funds to any successor in interest of the Chapter or The CCIM Education Foundation, provided the selected organization is exempt from the payment of federal income taxes under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law), and if not, then

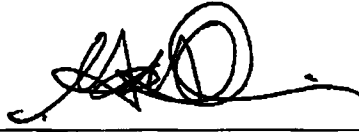
to any one or more regularly organized and qualified professional societies, trade association, or charitable, educational, scientific, or philanthropic organizations exempt from the payment of federal income taxes under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 as the Board of Directors of the Corporation shall determine.

**ARTICLE XI.  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

The undersigned hereby certifies as follows: pursuant to the provisions of Title 30, Chapter 30, Idaho Code, these Amended and Restated Articles of Incorporation were adopted by a vote of the voting Members of the Corporation at a meeting of the voting Members of the Corporation held on May 11, 2021. A quorum of the voting Members was present at the meeting and the Amended and Restated Articles of Incorporation were unanimously approved by the voting Members present at such meeting.

**IDAHO CCIM CHAPTER, INC.**

By:  \_\_\_\_\_

Name: Greg Gaddis

Title: President

Date: 11/9, 2021

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