

# State of Idaho

## Department of State

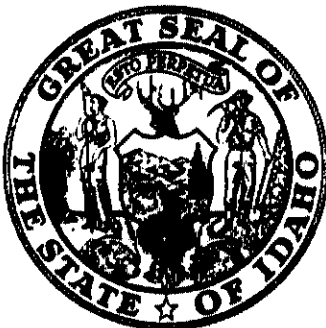
### CERTIFICATE OF INCORPORATION OF

ATTORNEYS FOR ADEQUATE COURT FACILITIES, 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 ATTORNEYS FOR ADEQUATE COURT FACILITIES, 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: January 31, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Angie Haskew*

Corporation Clerk

JAN 31 4 02 PM '92  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
ATTORNEYS FOR ADEQUATE COURT FACILITIES, INC.

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Attorneys for Adequate Court Facilities, 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 improving the court and court-related facilities

in Ada County, Idaho, within the meaning of Section 501(c)(6) 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 inform, report to, and educate the citizens of Ada County, Idaho concerning the immediate need for adequate court and court-related facilities in Ada County; and

2. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### ARTICLE V. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 IV hereof. 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 provision 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)(6) of the Internal Revenue Code of 1986, as amended from time to time.

#### ARTICLE VI. MEMBERSHIP

Any person (including, without limitation, an individual, a partnership, a corporation or an association) engaged in the purposes listed in Article IV and who makes an annual contribution of money, services, equipment, or supplies to the Corporation shall be eligible to be a member. To become a member, any eligible person must first request the board of directors to admit that person as a member and have such request favorably acted upon. Membership may be terminated by unanimous vote of the board of directors.

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

#### ARTICLE VII. BOARD OF DIRECTORS

The management of the Corporation shall be vested in a board of directors of no less than three directors, each of whom, at all times, shall be a member of the Corporation. The initial board of directors shall also be the initial members of the Corporation.

The names and addresses of the initial directors who will manage the affairs of the Corporation until the first annual meeting of the board of directors, 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
William A. McCurdy	101 S. Capitol Blvd. Boise, Idaho 83702
Kenneth L. Mallea	500 Baybrook Ct. Boise, Idaho 83706
John T. Hawley	877 Main Street, Suite 1000 Boise, Idaho 83702
Jim C. Harris	420 W. Idaho Boise, Idaho 83702

The existing directors may elect successor directors.

#### ARTICLE VIII. LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for

(i) for any breach of the director's duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) provided for under section 30-322 of the Act; or (iv) for any transaction from which the director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article VIII by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE IX. 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 X. 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 and for the regulation of the internal affairs of the Corporation.

#### ARTICLE XI. REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 877 Main Street, Suite 1000, Boise, Idaho 83702, and the initial registered agent at such address is John T. Hawley.



## ARTICLE XII. INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Howard I. Manweiler	960 Broadway, Suite 220 Boise, Idaho 83706
William A. McCurdy	101 S. Capitol Blvd. Boise, Idaho 83702
Kenneth L. Mallea	500 Baybrook Ct. Boise, Idaho 83706
John T. Hawley	877 Main Street, Suite 1000 Boise, Idaho 83702
Jim C. Harris	420 W. Idaho Boise, Idaho 83702

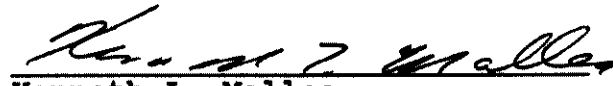
## ARTICLE XIII. DISPOSAL OF ASSETS

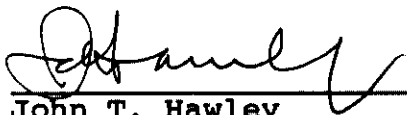
No director, officer, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or the winding up of its affairs. Upon such dissolution or winding up, all remaining assets of the Corporation shall be distributed to another organization that would then qualify for exemption under the provisions of Section 501(c)(6) of the Internal Revenue Code, as now stated or as hereafter amended.

IN WITNESS WHEREOF, I set my hand and seal as of the 31st  
day of January, 1992.

  
Howard I. Manweiler

  
William A. McCurdy

  
Kenneth L. Mallea

  
John T. Hawley

  
Jim C. Harris