



CERTIFICATE OF INCORPORATION  
OF

8TH STREET MARKETPLACE MERCHANTS PROMOTIONAL ASSOCIATION, INC.

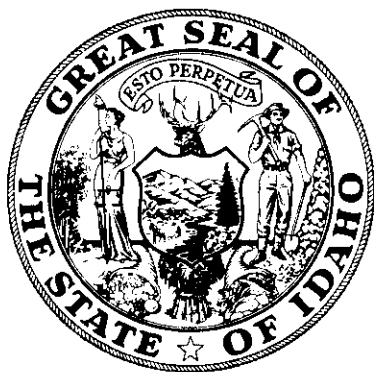
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

8TH STREET MARKETPLACE MERCHANTS PROMOTIONAL ASSOCIATION, 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 25, 19 82.



SECRETARY OF STATE

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

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ARTICLES OF INCORPORATION  
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OF

8TH STREET MARKETPLACE MERCHANTS PROMOTIONAL ASSOCIATION, INC.  
SECRETARY OF  
STATE

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME.

The name of this corporation shall be 8TH STREET MARKETPLACE MERCHANTS PROMOTIONAL ASSOCIATION, INC. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION.

The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSES.

This corporation is organized to promote the common business interests of its members and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the respective lease agreements entered into between the retail tenants and the owner (landlord) of the office-shopping center known as the "8th Street Marketplace."

ARTICLE 4. MEMBERS.

The corporation shall have one class of members, which shall consist of retail tenants from time to time occupying space in the office-shopping center known as the "8th Street Marketplace" and the owner (landlord) of said office-shopping center from time to time, who shall automatically become members of the association upon acquisition of such leasehold or ownership interest. As used in these Articles, the terms "8th Street Marketplace" and "office-shopping center" shall include any buildings to be constructed and/or renovated on property included by the owner (landlord) within the commercial development known as the "8th Street Marketplace." Membership in the corporation shall be automatically terminated upon termination, expiration or

transfer of the member's leasehold or ownership interest, as the case may be, in the office-shopping center to which such membership pertains. Any member whose leasehold or ownership interest in the office-shopping center is terminating, expiring or being transferred shall notify the secretary of the corporation of such event and of the effective date thereof.

In addition to the regular membership in this corporation set forth above, the board of directors may, by majority vote, extend provisional nonvoting associate membership to persons or entities conducting retail or other businesses upon premises contiguous to or within the immediate vicinity of the office-shopping center. Such associate memberships shall be terminable at the will of the board of directors and shall have no voting rights in this corporation of any type or kind and shall constitute voluntary participation only on the part of such associate member. Associate members shall be obligated to the full extent of all other members for any dues and special assessments imposed pursuant to the articles of incorporation, or such other dues as may be set by the association's board of directors from time to time.

#### ARTICLE 5.        VOTING OF MEMBERS.

Each tenant member of the association shall have the number of votes specified in the lease agreement between said member (tenant) and the owner (landlord); or if not specified therein, then said tenant shall have one (1) vote if it occupies less than 2,000 square feet in the aforesaid office-shopping center; or if such tenant occupies 2,000 square feet or more, said tenant shall have one (1) vote for each 1,000 square occupied by said tenant (e.g., 2,000 square feet to and including 2,999 square feet equals 2 votes; 3,000 square feet to and including 3,999 square feet equals 3 votes, etc.). The owner (landlord) shall have seven (7) votes, regardless of the amount of space occupied or leased by tenants from time to time.

#### ARTICLE 6.        REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is Suite 360, 8th Street Marketplace, 405 S. Eighth Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Patrick T. Hamblet.

#### ARTICLE 7.        DIRECTORS.

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein, except that the owner (landlord) of the office-shopping center shall have the permanent right to appoint one director to the board of directors of the corporation. The initial board of directors shall consist of

three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify unless they resign or are removed are:

Winston H. Moore

405 S. 8th Street  
Boise, Idaho 83702

Jeffrey Moore

405 S. 8th Street  
Boise, Idaho 83702

Diane Moore

405 S. 8th Street  
Boise, Idaho 83702

ARTICLE 8. INCORPORATOR.

The name and address of the incorporator are:

Patrick T. Hamblet  
Post Office Box ~~1682~~ 2666  
Boise, Idaho 83701

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS.

No amendment to these articles or to the bylaws of the corporation shall be effective unless approved in writing by the owner (landlord); and the assessment payable by the owner (landlord) shall in no event be increased without its prior written consent.

EXECUTED In duplicate this 25<sup>th</sup> day of January, 1982, by the undersigned incorporator.

  
Patrick T. Hamblet