

**FILED EFFECTIVE**

2017 MAY 11 AM 9:25

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

**OF**

**DOWNTOWN CALDWELL BUSINESS IMPROVEMENT DISTRICT, INC.**

The undersigned, desiring to form a non-profit corporation under the statutes of the State of Idaho, does hereby make, subscribe and acknowledge as follows:

**ARTICLE ONE**

**NAME**

The name of the corporation is DOWNTOWN CALDWELL BUSINESS IMPROVEMENT DISTRICT, INC.

**ARTICLE TWO**

**PURPOSE**

This corporation shall be organized and operated exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code and within such limits, to administer and expend funds for the purpose of managing the administration of the Business Improvement District in Downtown Caldwell, Idaho, dedicated to the goals of promoting and improving Downtown Caldwell, Idaho, and to direct the funding priorities of the District.

**ARTICLES OF INCORPORATION - 1**

IDAHO SECRETARY OF STATE

**05/12/2017 05:00**

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**ARTICLE THREE**  
**NON-PROFIT PURPOSE**

This corporation is organized exclusively for non-profit purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue, or the corresponding section of any future federal tax code which are dedicated to the goals of promoting and improving Downtown Caldwell, Idaho. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code. The corporation is formed exclusively for purposes which are not for profit, and not for pecuniary benefit or financial gain. No part of the corporate assets, net income or profits shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a non-profit corporation under the nonprofit corporation laws of the State of Idaho and Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE FOUR**  
**DURATION**

The period of the duration of this corporation is perpetual.

**ARTICLE FIVE**  
**MEMBERS**

The membership shall consist of the Board of Directors.

**ARTICLE SIX**  
**REGISTERED OFFICE AND AGENT**

The address of the corporation's registered office is 106 S. Kimball, Caldwell, Idaho 83605.

The initial registered agent at such address is KELLI G. JENKINS.

**ARTICLE SEVEN**  
**DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is nine

(9). The names and addresses of the persons who are to serve as the initial directors are:

KELLI G. JENKINS	16091 Orchard Avenue Caldwell, ID 83607
JOHN McGEE	2607 Aspen Falls Avenue Caldwell, ID 83605
WARREN KOUBA	1299 N. Orchard Street Boise, ID 83706
REAGAN ROSSI	15579 Toscano Place Caldwell, ID 83607
GREGG ALGER	P.O. Box 145 Houston, ID 83630
WENDY McCLAIN	1717 Arlington Avenue Caldwell, ID 83605
SCOTT GIPSON	312 Main Street Caldwell, ID 83605
DAN NORMAN	213 S. Kimball Avenue Caldwell, ID 83605
TYLER MORGAN	245 Loop Street Caldwell, ID 83605

**ARTICLE EIGHT**  
**DISTRIBUTION ON DISSOLUTION OR LIQUIDATION**

The assets of this corporation are irrevocably and permanently dedicated to the purpose of improving, developing and promoting Downtown Caldwell, Idaho. Upon the dissolution of the corporation, its assets shall be distributed only for exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code or to a non-profit fund, foundation or corporation with like purposes, which has established its tax-exempt status under Section 501(c) of the Internal Revenue Code.

**ARTICLE NINE**  
**AMENDMENTS**

These Articles of Incorporation may be amended from time to time in any manner lawful under the Non-profit Corporation Act of the State of Idaho.

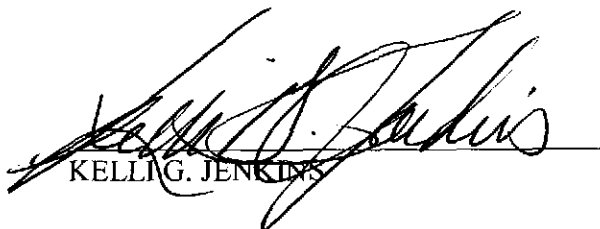
**ARTICLE TEN**  
**INCORPORATOR**

The name and street address of the incorporator is:

KELLI G. JENKINS  
106 S. Kimball Avenue  
Caldwell, ID 83605

IN WITNESS WHEREOF, I have hereunto set my hand this 26 day of

April, 2017.


  
KELLI G. JENKINS

STATE OF IDAHO                    )  
  : ss.  
County of Canyon                )

On this 26 day of April, 2017, before me, the undersigned, a Notary Public in and for said State, personally appeared KELLI G. JENKINS, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she 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.



  
Notary Public for Idaho  
Residing at: Caldwell, Idaho  
My Commission Expires: 8/22/2020