

State of Idaho

Department of State

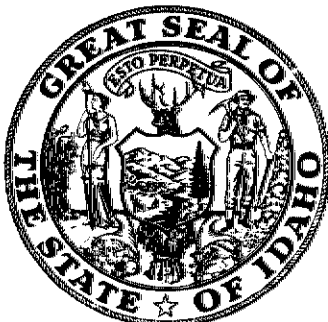
CERTIFICATE OF INCORPORATION OF

HIGHLANDER ECONOMIC DEVELOPMENT, INC.
File number C 119799

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 HIGHLANDER ECONOMIC DEVELOPMENT, 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: June 10, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*



JUN 10 4 46 PM '97

INC NAME
EX #: CASH
CUST# 82738
101038
0900
DATE 06/11/1997
IDAHO SECRETARY OF STATE

OF

SECRETARY OF STATE
STATE OF IDAHO

HIGHLANDER ECONOMIC DEVELOPMENT, INC.

We, the undersigned, citizens of the United States and residents of the State of Idaho, do hereby associate ourselves together to form a non-profit organization pursuant to the provisions of Chapter 10, Article 30, Idaho Code, BE IT RESOLVED that the residents & businesses of Boise County do hereby sponsor the establishment of a region-wide, non-profit corporation hereinafter referred to as the CORPORATION.

ARTICLE I
Name

The name of the CORPORATION so organized and established shall be the "HIGHLANDER ECONOMIC DEVELOPMENT, INC."

Article II
Place of Business

A central office shall be established in Idaho City, Boise County, Idaho, or other such place as the directors shall hereafter determine.

Article III
Duration

The duration of the Corporation shall be perpetual.

Article IV
Purpose

This corporation is formed for the purpose of engaging in charitable activities within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as that said Section may be subsequently amended.

A further purpose of this corporation is to promote, foster, and

encourage the development of a prosperous and stable economy in Idaho City and the immediate surrounding area through the construction of new structures with an "eighteen hundreds look" that;

- a. Enhance the historical motif and complement existing historical properties..
- b. Attract tourism to stabilize and diversify the economy.
- c. Provide new business & employment opportunities.
- d. Improve the image of the area and publicize the area to visitors.
- e. Contribute to welfare reform by providing new cottage type industry opportunities to former welfare recipients.
- f. Creation of jobs for Basin residents through full and sustainable development of the area's natural resources.
- g. Implementing any programs which further the Basin's economic prosperity.
- h. Advocating for policies and programs which achieve greater social welfare.
- i. Accomplish those purposes and functions as outlined in the By-laws; and to do all acts and things not forbidden to non-profit corporations by law.

Article V

Regulation of Internal Affairs

A. Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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.

B. Legislative and political activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition

to any candidate for public office.

C. Prohibited Activities

Notwithstanding, any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any powers that are not in furtherance of the purposes of this corporation.

Article VI
Boundaries

The Corporation may include any area within Boise County that is economically and socially compatible. The initial boundaries of the Corporation shall be coterminous with and including the area encompassed by Boise county.

Article VII
Membership

Membership to the Corporation shall be open to any person residing within or owning property within the boundaries of Boise County. Member's rights and interests shall be equal. Individuals can become members by contributing Two Hundred Fifty Dollars, (\$250.00) and registering their name, address & phone number with the corporation and indicating the expertise & interest that they would be willing to provide for achieving the purposes of the corporation. Businesses both within and without the area can become members by contributing Five Hundred Dollars, (\$500.00) and registering with the corporation. A member may withdraw at any time.

Article VIII
Officers

The officers of the Corporation shall consist of a President, Vice-President, and Secretary/Treasurer. The President, Vice-President, and Secretary/Treasurer shall be elected by the members of the Board of Directors. The internal administration of the Corporation shall be vested in the Board of Directors.

Article IX
Board of Directors

The policies, procedures, practices, and programming of the Corporation and any other duties and responsibilities as may be delegated by the Corporation shall be vested in the Board of Directors which shall be composed of: the officers of the Corporation and the Chairpersons of the Standing Committees, three (3) members at-large may be selected by the Board of Directors to be chosen from, but not limited to, the following interests: such as agriculture, industry, commerce, finance, housing, and minorities. The number of the Board of Directors members shall not be less than five (5) nor more than twelve (12).

Article X
Advisors

The Corporation may request and accept technical, advisory or other assistance from federal, state and city or county agencies. These agencies designated representatives will be the official spokesman for their agencies and can participate as advisors at every level of the Corporation.

Article XI
Meetings

Meetings of the Corporation's Board of Directors shall be held at such times and places the Board shall determine and specify in its by-laws. An annual meeting of the Corporation shall be held each year.

Article XII
Financial Contributions

Corporation members and interested parties may contribute to the Corporation pursuant to the budgetary laws set forth in the Idaho Code and within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as that said Section may be subsequently amended.

Article XIII
Contracts and Contractual Services

The Corporation may contract generally and enter into any contract or agreement with the Federal Government, the state, any municipal corporation and/or any other governmental agency or individual to do other things considered essential to accomplish the purposes of the corporation.

Article XIV
Executive Director and Consultants

The Corporation may employ and discharge an Executive Director, assistants, planners, secretaries and any consultants as its officers deem convenient to carry out the purposes and functions of the corporation.

Article XV
By-Laws

The Corporation shall adopt by-laws to carry out the purpose and objectives set forth in these articles, or as may be required under the laws of the State of Idaho.

Article XVI
Amendment

These Articles of Incorporation may be amended in whatever manner the Corporation shall determine and specify in its by-laws, however, it shall be in accordance with the laws of the State of Idaho and shall not be inconsistent with provisions of Section 501(c)(3) of the Internal Revenue Code of 1954.

Article XVIII
Dissolution

Upon dissolution of the corporation, after paying all liabilities, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal,

