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ARTICLES OF INCORPORATION

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PROFESSIONAL FIREFIGHTERS OF IDAHO
FALLEN FIREFIGHTER MEMORIAL, INC.

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a natural person of full age and citizen of the United States of America, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code §30-3-1, et seq., and the acts amendatory thereof and supplemental thereto, does hereby certify as follows:

I.

The name of the corporation shall be PROFESSIONAL FIREFIGHTERS OF IDAHO – FALLEN FIREFIGHTER MEMORIAL, INC.

II.

The corporation shall have a perpetual existence.

III.

The location and post office address of the registered office of the corporation shall be 1620 North Liberty, Boise, Idaho, 83704. The name of the registered agent of the corporation who may be found at that address is John Lindberg.

IV.

The objects and purposes for which this corporation is formed are exclusively those permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended, and consist of the following:

1. To design, construct, maintain and improve a public memorial to employed and volunteer firefighters of rural, municipal and other organized fire districts in the State of Idaho who have fallen and given their lives in the line of duty (herein "Fallen Firefighter Memorial").

2. To solicit, receive and collect contributions, funds and support from the general public, governmental units and/or grants and invest, manage, expend and apply such financial, in-kind and other contributions for and related to such Fallen Firefighter Memorial and to engage in all other functionally related activities permitted of non-profit corporations under the laws of the State of Idaho.

IDAHO SECRETARY OF STATE
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3. To purchase or otherwise acquire and receive real property for and dedicated to such Fallen Firefighter Memorial and to sell, convey, transfer or assign ownership of such real property, in whole or part, to a governmental unit of the State of Idaho for its long term or perpetual dedication, use and maintenance as a Fallen Firefighter Memorial site.

4. To enter into contracts and agreements with persons, business entities and one or more governmental units of the State of Idaho relating to the location and maintenance of the Fallen Firefighter Memorial and its associated landscape, improvements and amenities, and the assumption of any related responsibilities for the Memorial's temporary, extended or perpetual existence and public display.

5. To make payments, grants, gifts and distributions to persons and organizations that qualify as tax exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax law.

6. In general, to exercise and, all and every right and power now or hereafter granted to non-profit corporations under the laws of the State of Idaho, provided that the powers granted hereunder shall be exercised exclusively for the purposes designated in §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax law.

7. The purposes for which this corporation is formed are purely charitable and educational, and not for pecuniary profit, and all funds and properties of this corporation shall be devoted to such charitable and educational purposes set forth above and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

V.

Declaration of Exempt Status

(1) All of the powers to be exercised by the corporation shall be exercised exclusively for such purposes and in such a manner that this corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1986, §501(c)(3), as it currently and shall hereafter be in force and effect.

(2) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(3) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to

tax under §4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(6) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 as set forth in Article IV, above. 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 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 (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

VI.

The corporation shall have no members.

VII.

The officers and directors of this corporation shall not be individually liable for the corporation's debts or other liabilities of any kind whatsoever. The private property of any officer or director of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reasons of the fact that he or she is or was an officer or director of the corporation shall be indemnified by the corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer or director (or such heirs, executors or administrators) may be entitled apart from this Article.

VIII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations operated and organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or

organizations under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IX.

Control and management of the affairs of this corporation shall be vested in the Board of Directors. The number of Directors may, from time to time, be increased or decreased in such manner as may be prescribed by the Bylaws.

X.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporations by a two-thirds (2/3) vote of the Directors, represented in person, at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

XI.

The number of members of the Board of Directors, constituting the initial Board of Directors, is four (4), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of Directors or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Tracy Raynor	335 South Cosmo Star, Idaho 83669
Renn Ross	12021 W. Keates Drive Boise, Idaho 83709
John Lindberg	1298 N. Mirror Creek Place Meridian, Idaho 83642
David O'Connor	13527 W. Acorn St. Boise, Idaho 83713

XII.

The Board of Directors shall have the power to make, alter, amend or repeal Bylaws as set

forth therein for governance of the Board and for administration and regulation of the affairs of the corporation, provided that any such Bylaws shall not be inconsistent with these Articles of Incorporation or with the constitution or laws of the State of Idaho or any other governmental entity duly constituted.

XIII.

The name and address of the incorporator is as follows:

William L. Mauk

P.O. Box 1743
Boise, ID 83701-1743

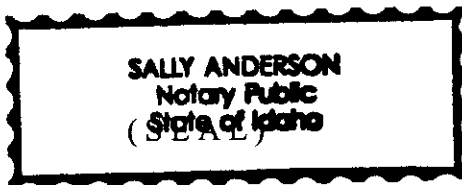
IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of February, 2006.



WILLIAM L. MAUK

VERIFICATION

STATE OF IDAHO)
) ss.
County of Ada)

2nd I, Sally Anderson, a Notary Public, do hereby certify that on this 2nd day of February, 2006, personally appeared before me WILLIAM L. MAUK, who, being by me first duly sworn, declared that he is a person over the age of eighteen (18) years, that he signed the foregoing Articles of Incorporation as the Incorporator of the corporation, and that the statements therein contained are true.




NOTARY PUBLIC For Idaho
Residing at Boise, therein.
My Commission Expires 04-24-06