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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION OF
NAMPA CHAMBER OF COMMERCE**

The undersigned, acting as the incorporator 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 Restatement of Articles of Incorporation of the Nampa Chamber of Commerce, Inc. ("Articles").

ARTICLE I. NAME

The name of the Corporation is NAMPA CHAMBER OF COMMERCE, 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. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Nampa, County of Canyon, State of Idaho. The address of the initial registered office is 315 11th Ave S Nampa, ID 83651 and the name of the initial registered agent at this address is Debbie Kling.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide visionary leadership for commerce, economic growth and promotion of tourism. Growing business and building community.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(6).

C. 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

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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 VI. 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 V hereof. 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 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 VII. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any reputable person, association, corporation, partnership or estate having an interest in the objectives of the Corporation shall be eligible to apply for membership. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. On-line applications are also accepted. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in the Amended and Restated Bylaws of the Corporation. Member termination shall be as provided in the Amended and Restated Bylaws of the Corporation.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors shall consist of up to thirteen (13) voting directors, elected or appointed from the active membership. The President/CEO, Legal Counsel and City of Nampa Mayor shall be ex-officio non-voting members of the Board of Directors. The Board of Directors may appoint other ex-officio non-voting members to the Board of Directors as it deems advisable.

The names and addresses of the persons who are to act as the initial Board of Directors are:

Dan Puga, Matt Davison, Greg Mayes, Denay Moles, Jeff Agenbroad, Karl Keeler, Pam White, Jeanine Fitzgerald, Rhea

Allen, Rick Aller, Justin Archuleta, Honey Goodman, Janet Miller,
Patti Syme, Terry White, Rick Youngblood and Greg Braun.

The address of all of the initial Board of Directors is in care of Nampa Chamber of Commerce, Inc., 315 – 11th Avenue South, Nampa, ID 83651.

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(6).

ARTICLE XI. INCORPORATOR

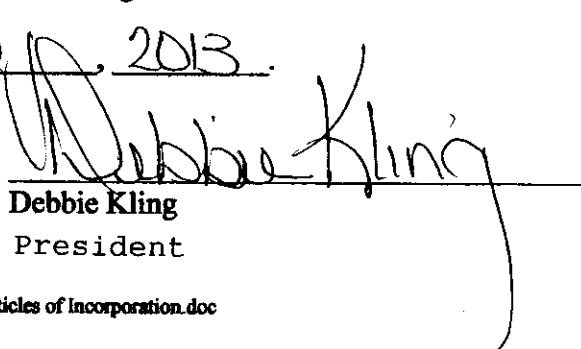
The name and street address of the incorporator is Debbie Kling, President/CEO, Nampa Chamber of Commerce, Inc., 315 – 11th Ave. S., Nampa, ID 83651.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Amended and Restated Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 9th day of May, 2013.


Debbie Kling
President

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**CERTIFICATE ACCOMPANYING
ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION OF
NAMPA CHAMBER OF COMMERCE, INC.**

The undersigned President /CEO of the Nampa Chamber of Commerce, Inc., being authorized to act on behalf of the Board of Directors of the Nampa Chamber of Commerce, Inc., hereby submits this Certificate pursuant to 30-3-94(8), Idaho Code, in conjunction with the filing of the Articles of Restatement of Articles of Incorporation of Nampa Chamber of Commerce, Inc., to-wit:

1. The restatement does not contain an amendment to the articles requiring approval by the members or any other person other than the board of directors.
2. The board of directors of Nampa Chamber of Commerce, Inc. have adopted the restatement.
3. The restatement does not contain an amendment to the articles requiring approval by the members.
4. No approval by a person is currently required pursuant to 30-3-99, Idaho Code, and the restatement does not contain an amendment to the articles requiring approval by a person.
5. The Board of Directors of Nampa Chamber of Commerce, Inc. has approved and authorized the undersigned to execute all documents required to effectuate the Articles of Restatement of Articles of Incorporation of Nampa Chamber of Commerce, Inc.

DATED this 9th day of May, 2013.



Debbie Kling

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CERTIFICATE.