

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASCADE CHAMBER OF COMMERCE, INC.**

FILED EFFECTIVE

12 APR 12 AM 9:17
SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

The name of the corporation is CASCADE CHAMBER OF COMMERCE, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The purposes of the corporation are to improve business conditions, promote tourism, promote the economic health, development, and viability of the business community in the city of Cascade and its trade territory, and to render general civic service. The corporation shall have all the powers and privileges that may be exercised by non-profit corporations in the State of Idaho in furtherance of its purposes.

ARTICLE IV

The period of duration of the corporation is perpetual.

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ARTICLE V

The street address of the registered office is 101 South Main Street, Cascade, Idaho 83611, and the registered agent at such address is Ann Young.

ARTICLE VI

The mailing address of the corporation shall be PO Box 571, Cascade, Idaho 83611.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, shareholders, 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 in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except that the corporation may work to enact laws to enhance the common business interests of its members and the purposes of the corporation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of

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these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

Any person, corporation, association or co-partnership engaged in business, trade or the practice of a profession in Cascade or its trade area is eligible for membership in the corporation. Admission to membership is by resolution of the board of directors, under such regulations as the by-laws may prescribe.

ARTICLE IX

The rights and interests of all members in the corporation are equal, and no member can have or acquire a greater interest therein than any other member. The corporation will not issue capital stock, but will issue a non-assignable membership certificate, renewable annually, to each member.

ARTICLE X

The affairs of the corporation are managed by a board of five directors, who must be members of the corporation, who are elected by ballot for a term of one year, the vote of a majority of the members being necessary for a choice, and each of whom serves until his successor is elected and qualified.

ARTICLE XI

The membership annually elects a president, a treasurer, and may elect one or more vice-presidents.

ARTICLE XII

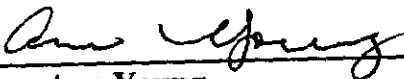
Bylaws consistent with these articles and with the laws of the State of Idaho may be adopted or amended at any regular meeting of the corporation, or at any special meeting called for that purpose, by an affirmative vote of two-thirds of the members present, provided that those present number more than half the total members of the corporation.

ARTICLE XIII

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for all of the liabilities of the corporation, dispose of the assets of the corporation by distributing the same to such organization or organizations organized and established as nonprofit organizations for purposes similar to the purposes of this corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the affirmative vote of a majority of the Board of Directors in accordance with Idaho Code 30-3-94.

IN WITNESS WHEREOF, I have subscribed these Amended and Restated Articles of Incorporation the date indicated below.



Ann Young
Secretary,

4-10-12

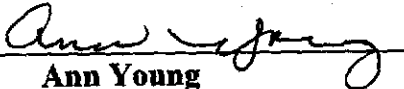
Date

CERTIFICATE

In accordance with Idaho Code 30-3-94, I hereby certify that the attached Amended and Restated Articles of Incorporation of the Cascade Chamber of Commerce, Inc. does not contain any amendment requiring approval of the members or of any person other than the board of directors; accordingly the same were adopted by the board of directors.

12 APR 12 AM 9:17

SECRETARY OF STATE
STATE OF IDAHO


Ann Young
Secretary

4-10-12
Date