

State of Idaho

Department of State

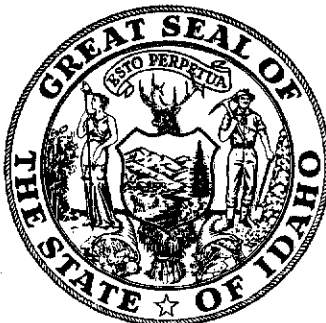
CERTIFICATE OF INCORPORATION OF

ROTARY CLUB OF BOISE METRO, INC.
File number C 113799

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 ROTARY CLUB OF BOISE METRO, 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: February 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Meryl DeVries*

FEB 20 3 56 PM '96

**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
STATE OF IDAHO

ROTARY CLUB OF BOISE METRO, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is Rotary Club of Boise Metro, Inc. ("Corporation").

**ARTICLE II
STATEMENT OF NONPROFIT STATUS AND EXISTENCE**

The Corporation is a nonprofit corporation and shall have perpetual existence.

**ARTICLE III
EXISTENCE OF MEMBERS**

The Corporation shall have Members. Provisions regarding the classification, qualifications, limitations, obligations, rights and other characteristics of Members shall be set forth in the bylaws of the Corporation.

ARTICLES OF INCORPORATION - 1

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ARTICLE IV

PURPOSES OF THE CORPORATION

The purposes for which the corporation is organized are: the transaction of any or all lawful business for which a nonprofit corporation may be incorporated under the Idaho Nonprofit Corporation Act, and for the service to the community, fellow members, and world, as a service club, chartered under the rules and regulations of Rotary International.

ARTICLE V

REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are as follows:

A. Inurement. No part of the net earnings 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

B. Legislative and Political Activities. The Corporation shall not (i) devote more than an insubstantial part of its activities to or attempting to influence legislation by propaganda or otherwise, (ii) directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or (iii) have objectives or engage in activities which characterize the Corporation as an "action" organization as defined in regulations under Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law.

C. Prohibited Activities. 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Distribution of Assets on Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law (i) for one or more exempt purposes, (ii) to the Federal government for a public purpose, or (iii) to a state or local government for a public purpose.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 242 North 8th Street, Suite 200, Boise, Idaho, and the name of its initial registered agent at such address is Allan R. Bosch.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial board of Directors of the Corporation is eleven (11), and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Norm Jensen	P.O. Box 7069 Boise, Idaho 83730
Cahill Jones	8096 Arapaho Court Boise, Idaho 83703

NAME	ADDRESS
Susan Schriver	1451 Rimrock Court Boise, Idaho 83712
Allan R. Bosch	242 North 8th Street, Suite 200 Boise, Idaho 83702
Ted Century	4970 Wildrye Boise, Idaho 83703
Brett Vaterlaus	P.O. Box 9408 Boise, Idaho 83707
Steve Simmons	756 East Ridgefield Boise, Idaho 83706
Buck Harris	3054 North 24th Way Boise, Idaho 83702
Charles Weymouth	10451 Garverdale Court, #204 Boise, Idaho 83704
Jon Gorski	8911 San Marino Boise, Idaho 83704
John Jambura	6138 Emerald Boise, Idaho 83704

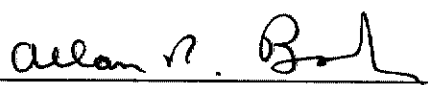
ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Allan R. Bosch	242 North 8th Street, Suite 200 Boise, Idaho 83702

SIGNATURE OF INCORPORATOR

Dated: February 20, 1996


Allan R. Bosch