



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

VICTOR AREA CHAMBER OF COMMERCE, INC.

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 _____

VICTOR AREA CHAMBER OF COMMERCE, 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 April 1, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
VICTOR AREA CHAMBER OF COMMERCE, INC.
[§30-323 I.C.]

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WE, THE UNDERSIGNED, Hereby incorporate ourselves under the Idaho
Nonprofit Corporation Act [§§30-301ff. I.C.].

ARTICLE I

The name of the corporation shall be: VICTOR AREA CHAMBER OF COMMERCE,
INC.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The purpose of the corporation is to transact any or all lawful
business, for which corporations may be organized under such act, in the develop-
ment and promotion of the economic and social welfare of Victor, Idaho, and its
trade area, with particular emphasis upon promoting and assisting the development,
growth, and expansion of the commercial, industrial, professional, agricultural,
and civic interests of such city and area, and increasing employment opportuni-
ties for the residents thereof.

ARTICLE V

The address of the initial registered office of the corporation shall
be Box 224, Victor, Idaho, 83455, but meetings of the board of directors and of
any executive committee thereof, may be held at such registered office or at such
other place, within or without this state, for the transaction of any business of
the corporation, as the directors, by resolution or bylaw, might provide; and the
name of its initial registered agent at such address is RICHARD GILDERSLEEVE.

ARTICLE VI

The initial board of directors shall consist of five persons, who are
the incorporators, and whose names and addresses follow their signatures here-
under, such persons to serve as directors until the first meeting of members, or
until their successors are elected and qualify.

ARTICLE VII

A. The corporation is not organized for pecuniary profit, and no part of its net earnings shall inure to the benefit of any member, director, or individual, and the balance of all money received by the corporation for its operations, after the payment in full of all debts and obligations of the corporation shall be held, used, or distributed, exclusively for educational, literary, and charitable purposes, within the intendment of §501(c)(3) IRC.

B. In the event of the dissolution of the corporation, all of the assets of the corporation shall be distributed to such nonprofit educational, literary, and charitable purposes, or municipal corporation, as the board of directors might select, within the intendment of §501(c)(3) IRC.

C. This corporation is organized exclusively for charitable, literary, or educational purposes, within the intendment of §501(c)(3) IRC, and, notwithstanding any other provisions hereof, it shall not carry on any activities not permitted to be carried on by an organization which is exempt from federal income taxes pursuant to such law.

Executed at Idaho Falls, Idaho, this March 22, 1982.



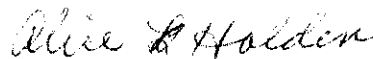
ARNOLD WOOLSTENHULME
Victor ID 83455



RICHARD GILDERSLEEVE
Victor ID 83455



ALICE STEVENSON
Victor ID 83455



ALICE HOLDEN
Victor ID 83455



DEBRA LOCKE
Victor ID 83401