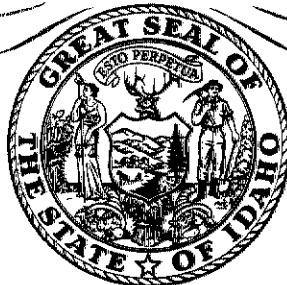


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP
~~I, LOUIS E. CLAPP~~

Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ASSOCIATION OF IDAHO CITIES

was filed in the office of the Secretary of State on the Tenth day of October A. D. One Thousand Nine Hundred Sixty-six and will be ~~as~~ duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Boise,

in the County of

Ada

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto

set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho,

this 10th day of October,

A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION
of
ASSOCIATION OF IDAHO CITIES

KNOW ALL MEN BY THESE PRESENTS, That we, whose names are subscribed hereto, all of whom are bona fide residents and citizens of the State of Idaho, do hereby organize, constitute and associate ourselves and such other person or persons as may hereafter become associated with us into a non-profit co-operative association under and pursuant to Chapter 10, Title 30, Idaho Code and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, and we hereby set forth, certify and declare:

I.

NAME OF ASSOCIATION

The name of this non-profit co-operative association is and shall be, the ASSOCIATION OF IDAHO CITIES.

II.

OBJECTS AND PURPOSES

The objects and purposes for which this non-profit co-operative association is formed are:

- (a) To represent Idaho cities before the National Congress, the State Legislature, various state agencies, and others as may be expedient or necessary from time to time;
- (b) To strive to secure the enactment of legislation beneficial to Idaho Cities, and endeavor to prevent the passage of such measures as may be inimical to their interests;
- (c) To safeguard the rights of local government and oppose any encroachments thereon;
- (d) To maintain an official headquarters and information bureau for the collection and dissemination of material relating to city affairs;

(e) To provide means whereby officials and others interested in City government may interchange ideas and experiences;

(f) To co-operate with local, state and federal agencies on behalf of City government, and in the interest of better government at all levels;

(g) To render assistance and service in the prosecution or defense of any interest common to its members;

(h) To do any and all other things necessary and proper for the benefit of Idaho cities;

(i) To buy, lease, contract for or acquire in any lawful manner, to process, sell or otherwise dispose of property both real, personal or mixed, wherever situate, to take, hold, and convey title to and improve real property by building, repairing or otherwise, to take, receive, acquire, hold, transfer and dispose of monies, donations, contributions, endowments, bequests, devises, securities, and all other species of property; to exercise any and all of the powers of the holders of such securities, including the right to vote with respect thereto, with power to designate some party for that purpose from time to time to the same extent that natural persons might or could do; and generally do all acts and things designed to protect, improve, preserve or enhance the value of any of the assets of this association;

(j) To pledge, mortgage, encumber or lease any or all of its property to secure its debts and obligations; to borrow and loan money upon any form of security and to give and take mortgages, deeds of trust, assignments and pledges of every kind and character; and

(k) To have and to exercise all powers and to do and perform all acts and things which shall or may be necessary, proper or desirable; to conduct any and all of the business and carry out the objects and purposes for which this non-profit co-operative association is formed or which may be incident thereto.

The statement of objects and purposes specified above and enumeration thereof shall not limit nor restrict in any manner the general power now or hereafter conferred upon this non-profit co-operative association by the laws of the State of Idaho.

III.

PLACE OF BUSINESS

The principal place of business and business office of this non-profit co-operative association and shall be maintained in the City of Boise, County of Ada, State of Idaho.

IV.

DURATION

This non-profit co-operative association shall have perpetual existence.

V.

CAPITAL STOCK

This non-profit co-operative association shall have no capital stock, but the members shall be issued appropriate membership certificates upon compliance with the membership requirements.

VI.

MEMBERSHIP

The membership requirements and qualifications in this association shall be set forth in the By-Laws. The members of this non-profit co-operative association shall not be personally nor individually liable for the debts or obligations of this association and their respective rights and interests shall be equal and each member in good standing shall be entitled to receipt of a membership certificate and to one vote. No membership certificate may be transferred so that the transferee may become a member of this association, except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe.

VII.

CORPORATE POWERS

The corporate powers of this association shall be vested in a Board of Directors in such number as may be set forth in the By-Laws which shall consist of not less than five (5) nor more than sixteen (16) directors.

VIII.

OFFICERS

The officers of this association shall be as set forth in the By-Laws.

IX.

BY-LAWS

The Board of Directors of this association shall adopt appropriate By-Laws designed to further and enhance the objects and purposes for which this association is organized, and the Board of Directors shall have the power to make, alter or amend or repeal such By-Laws as the Board may determine proper for the efficient management of the affairs of this association. The By-Laws may also be altered, amended or new By-Laws adopted at any regular meeting or at any special meeting of the members thereof, called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum as specified in the By-Laws of the association or the laws of the State of Idaho be present.

X.

AMENDMENTS OF ARTICLES

These Articles may be amended by a two-thirds vote of the membership of the ASSOCIATION OF IDAHO CITIES, which may be conducted at any annual meeting or special meeting called for that purpose, or by written ballot.

IN WITNESS WHEREOF, We, the undersigned do hereby constitute ourselves the incorporators of this association from among whom the first Board of Directors shall be elected.

ASSOCIATION OF IDAHO CITIES

OFFICERS

City Hall	Residence
President Earl Pond Commissioner, Pocatello	509 7th Street, Pocatello
1st. Vice President N. E. "Coley" Smith Mayor, Caldwell	2115 Ray Ave., Caldwell
2nd. Vice President Eddie Pedersen Mayor, Idaho Falls	2030 McKinzie Ave., Idaho Falls
Past President Wendell Johnson Mayor, Rupert	702 16th, Rupert

DIRECTORS


District 1 Floyd Gray Mayor, Sandpoint	Sandpoint, Idaho
John McHugh Councilman, Coeur d'Alene	801 Foster, Coeur d'Alene
District 2 John Schnakenberg Mayor, Kooskia	Kooskia, Idaho
Paul Wise Mayor, Lewiston	922 4th Street, Lewiston
District 3 Jay Amyx Mayor, Boise	4902 Fairview Ave., Boise
Fred Newman Mayor, Parma	210 Grove, Parma
District 4 Victor Bozzutto Mayor, Shoshone	West B. Street, Shoshone
Egon Kroll Mayor, Twin Falls	1859 Alturas Drive, Twin Falls
District 5 W. H. Bell Mayor, St. Anthony	425 N. 1 West, St. Anthony
Melvin Richardson Mayor, Ammon	Route # 3, Ammon
District 6 Continued. . .	

	City Hall	Residence
District 6		
R. V. Bitton		
	Councilman, Soda Springs	21 Soda Creek Drive, Soda Springs
Fred Snyder		
	Commission Chairman, Pocatello	1222 North Main, Pocatello

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of October, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared EARL R. POND, N. E. SMITH, S. EDDIE PEDERSON, WENDELL JOHNSON, FLOYD GRAY, JOHN W. McHUGH, PAUL WISE, J. J. SCHNAKENBERG, F. E. NEWMAN, JAY S. AMYX, R. V. BITTON, MELVIN M. RICHARDSON, FRED D. SNYDER, W. H. BELL, VICTOR J. BOZZUTTO and EGON H. KROLL, known by me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this Certificate first above written.



Notary Public for Idaho
Residing at: Boise, Idaho.

DATED: This 7th day of October 1966.

Paul R. Rand
President

N. E. Smith
First Vice President

S. C. Robinson
Second Vice President

Norvell Johnson
Past President

Phyllis L. Gray
Director

John W. McHugh
Director

Sam Weir
Director

J. Schwabkeberg
Director

Z. E. Newman
Director

Jay Amys
Director

B. V. Bittors
Director

William A. Richardson
Director

K. R. Snyder
Director

W. H. Beale
Director

Victor J. Bozzuto
Director

Egon H. Knell
Director