

2003 FEB 26 AM 8:49
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
PAYETTE COUNTY BUSINESS COUNCIL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, acting as the sole incorporator of a corporation under the Idaho NonProfit Corporation Act, to form a corporation for the purposes hereinafter stated, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1.

NAME

The name of the corporation is the PAYETTE COUNTY BUSINESS COUNCIL,
INC.

ARTICLE 2.

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE 3.

PERIOD OF DURATION

The period of its duration is perpetual.

ARTICLE 4.

CORPORATE PURPOSES

The purpose or purposes for which the corporation is organized are:

1. To engage in any and all social, educational and other services and activities as

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may be authorized by its Board of Directors and/or its Members (including but not limited to, the holding and conducting of meetings and the training and edification of those who may attend such meetings); and to do all things and to own all properties which may be incidental, necessary, conducive, expedient, proper and/or suitable for the attainment and accomplishment of any one or more of the purposes enumerated or which shall, at any time, appear to be conducive or expedient for the benefit of the corporation;

2. To promote economic growth and development in Payette County through instruction, education and service;

3. To raise money by subscription or otherwise for any of its purposes;

4. To grant to its Members any and all rights not prohibited by law;

5. To conduct the business and affairs of the corporation and to own all properties and to do all things incidental and/or necessary thereto;

6. To do and to perform any and all acts and everything necessary, suitable and/or proper to perform any and all things within the scope, power and authority of such a corporation and related thereto; and,

7. Any and all purposes and acts which are not repugnant to law.

ARTICLE 5.

MEMBERSHIP

The corporation shall have no capital stock and shall be strictly and wholly a membership organization. Any business owner or executive decision-maker for any business in Payette County may become a Member of the corporation, as provided in the By-laws, upon being nominated by one or more of the Members, approved by a 2/3s majority of the Board of Directors

and ratified by a majority of the Members. Such Members may have their Membership terminated for cause, as specified in the By-Laws of the Corporation in accordance with the Idaho Nonprofit Corporation Act, Section 30-3-42.

ARTICLE 6.

BOARD OF DIRECTORS

1. The affairs of the corporation shall be managed by a Board of Directors; which board shall be governed by these Articles of Incorporation and by such By-Laws as the corporation may hereafter, from time to time, adopt.

2. The number of Members constituting the initial Board of Directors of the corporation shall be eleven (11); and, may be increased or decreased from time to time by amendment of the By-Laws in any manner not prohibited by law. The members of the Board of Directors shall be divided into three (3) classes, with each class to be as nearly equal in number as possible. The term of office of the members of the first class shall expire at the first Annual Meeting of Members held after their election; that of the members of the second class shall expire at the second Annual Meeting of Members held after their election; and that of the members of the third class shall expire at the third Annual Meeting of Members held after their election. At each Annual Meeting of Members thereafter, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third (3rd) succeeding year, or until their successors are elected and shall qualify. The names, addresses and class of the persons who are to serve upon the initial Board of Directors until the appropriate Annual Meeting of Members at which their class will be voted upon, or until their successors are elected and shall qualify are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>CLASS</u> |
|-----------------|--|--------------|
| Lee Roy Tracy | 425 S. Whitley Drive Suite 1 Fruitland, Idaho 83619 | First |
| Duane Youngberg | 1720 7 th Avenue South Payette Idaho 83661 | First |
| Craig Jensen | 535 16 th Avenue North Payette, Idaho 83661 | First |
| Ken Bishop | 315 N. Pennsylvania Avenue Fruitland, Idaho 83619 | First |
| Richard Clow | 2900 NW 4 th Avenue Fruitland, Idaho 83619 | Second |
| Kelly Rhinehart | 1300 SW 3 rd Avenue Fruitland, Idaho 83619 | Second |
| Kelly Whiting | 425 S. Whitley Drive Suite 6 Fruitland, Idaho 83619 | Second |
| Brian Lee | 219 S. Main Street Payette, Idaho 83661 | Second |
| Bruce Peterson | 411 South Whitley Drive Suite A Fruitland, Idaho 83619 | Third |
| Randy Howard | 888 North Whitley Drive Fruitland, Idaho 83619 | Third |
| Rick Greif | 1303 NW 16 th Street Suite B Fruitland, Idaho 83619 | Third |

ARTICLE 7.

Registered Office and Agent

The address of the initial registered office of the corporation is 425 South Whitley Drive, Suite 6, Fruitland, Idaho 83619, and the post office address is 425 South Whitley Drive, Suite 6, Fruitland, Idaho 83619, c/o Kelly Whiting. The name of its initial registered agent at such address is Kelly Whiting.

ARTICLE 8.

SOLE INCORPORATOR

The name and address of the sole incorporator is:

Kelly Whiting 425 South Whitley Drive, Suite 6, Fruitland, Idaho 83619.

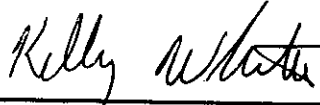
ARTICLE 9.

AMENDMENTS

ARTICLES OF INCORPORATION: These Articles of Incorporation may be amended by at least a majority vote of the Members present at any Annual Meeting of the Membership of the corporation, providing that notice thereof has been given according to law and that a quorum is present at the meeting.

BY-LAWS: The power to alter, amend or repeal the By-laws or to adopt new By-laws of the corporation is delegated by the Membership of the corporation to the Board of Directors; PROVIDED, HOWEVER, that By-laws so altered, amended, repealed or adopted by the Board of Directors shall be subject to change or repeal by the affirmative vote of a majority of the Membership entitled vote at any Annual Meeting of Members of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of February, 2003.



Kelly Whiting

STATE OF IDAHO)

: ss.

County of Payette)

On this, the 25th day of February, 2003, before me, Sheila A. Wells, a Notary Public in and for said State, personally appeared Kelly Whiting, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Sheila A. Wells

Notary Public for said State

Residing at: Payette, Idaho

Commission expires: 12/13/2008