



CERTIFICATE OF INCORPORATION
OF

DOWNTOWN LEWISTON PROPERTY OWNERS ASSOCIATION, INC.

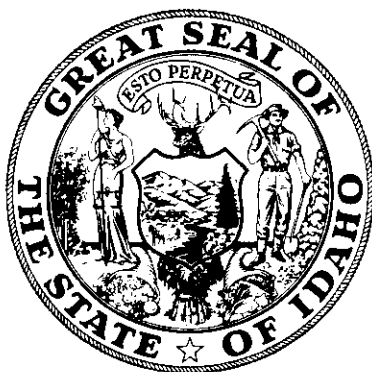
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

DOWNTOWN LEWISTON PROPERTY OWNERS ASSOCIATION, 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 November 9, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

DOWNTOWN LEWISTON PROPERTY OWNERS ASSOCIATION, INC.

A/K/A

DOWNTOWN LEWISTON PROGRESSIVE MERCHANTS

We, the undersigned citizens of the State of Idaho have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to Title 30, Chapter 3, Idaho Code, and we do hereby certify:

ARTICLE I

The name of this corporation is DOWNTOWN LEWISTON PROPERTY OWNERS ASSOCIATION, INC. A/K/A DOWNTOWN LEWISTON PROGRESSIVE MERCHANTS.

ARTICLE II

This corporation shall have perpetual duration.

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

1. To form a non-profit corporation for the protection and service of and to the individual members of the association and to further their common interests.

2. To preserve, protect and encourage private ownership of property and to actively engage in promoting and protecting the rights of private property owners within Downtown Lewiston, Nez Perce County, State of Idaho.

3. To take whatever action is necessary to protect the members of the association from arbitrary or discriminatory taxation and from excessive and unnecessary expenditures of public tax revenue.

ARTICLE IV

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors or membership.

2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprise connected to the purposes herein established in any lawful way, so long as the same are a non-profit nature.

4. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.

5. To join or merge with any other group, firm, association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

ARTICLE V

This shall be a membership corporation. The membership fees and conditions shall be established by the By-Laws.

ARTICLE VI

The location and post office of the registered office of the corporation is Paulucci's Tailor & Men's Wear, 520 Main Street, Lewiston, Idaho 83501 U.S.A. The name of the registered agent is Mr. Giacobbe "Jack" Paulucci.

ARTICLE VII

The number of directors of this corporation shall be not less than five nor more than nine. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify as follows:

<u>NAME</u>	<u>ADDRESS</u>		<u>TELEPHONE</u>
C. R. Cunningham	0221 5th Street	Lewiston	746-0441
G. J. Paulucci	520 Main	Lewiston	743-5701
H. M. Driscoll	313-D St.	Lewiston	746-0538
Bert Steiner	1328 Main	Lewiston	746-3381
David Starnes	516 Main St.	Lewiston	743-3711

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ARTICLE VIII

The names and addresses of the persons who are the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
C. R. Cunningham	0221 5th Lewiston	746-0441
G. J. Paulucci	520 Main Lewiston	743-5701
H. M. Driscoll	313-D St Lewiston	746-0538
Bert Steiner	1328 MainLewiston	746-3381
David Starnes	516 Main Lewiston	743-3711

The undersigned for the purpose of forming a corporation under the laws of the State of Idaho, do make and file this agreement and have accordingly made, signed and acknowledged these Articles of Incorporation this 4th day of November, 1983.

X- Claude R. Cunningham
X- G. J. Paulucci
X- H. M. Driscoll
X- Bert Steiner
X- David Starnes

STATE OF IDAHO)
County of Nez Perce)

On this 7th day of November, 1983 before me, the undersigned Notary Public, personally appeared Mr. Giacobbe "Jack" Paulucci, 520 Main Street, Lewiston, Idaho 83501.

In witness Whereof, I have hereunto set my hand and seal the day and year first above written.

Cynthia S. Bowers
Notary Public for Idaho - Residing at Lewiston