



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ASSOCIATION OF IDAHO MERCHANTS, 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 _____

ASSOCIATION OF IDAHO MERCHANTS, 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 June 10, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Sam J. Cook

Corporation Clerk

ASSOCIATION OF IDAHO MERCHANTS, INC.

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KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under IDAHO CODE Section 30, which will qualify as exempt from federal taxation under INTERNAL REVENUE CODE Section 501 (c) (6) for the purpose hereinafter stated.

ARTICLE I

The name of the corporation is ASSOCIATION OF IDAHO MERCHANTS, INC. and the location and post office address of the principal office of this corporation in the State of Idaho shall be 3712 E. Clement, Boise, Idaho 83704. The registered agent and officer of the corporation is Linda F. Sevy - 3712 E. Clement - Boise, Idaho 83704.

ARTICLE II

The names and post office addresses of the initial directors and incorporators are as follows:

Gary Sullivan	1005 Vista Boise
Melvin Johnson	P.O. Box 4991 Boise 83704
Linda F. Sevy	3712 E Clement Boise

Post office address for all incorporators and initial directors:

LINDA SEVY	3712 E. Clement
	Boise, Idaho 83704

ARTICLE III

The general nature of the business proposed to be transacted and in which this corporation shall be engaged is as follows:

To collect and disseminate statistics and other information of interest to members.

To conduct studies and technical research work.

To make awards and grants, and to create endowments, for the purpose of promoting and carrying on any of the objects and purposes of the corporation.

To conduct business promotion activities by means of educational projects, advertising campaigns, publicity or other lawful means.

To engage in such activities, including the publication of books and magazines, which may contain such pertinent advertising as may be deemed expedient for the purpose of being self-supporting and to accomplish its purposes, the gains or profits derived therefrom to be used, however, only in such manner as shall be most conducive to the proper carrying out of the purposes herein stated.

To disseminate information of a general technical, economic, educational and governmental character, to analyze subjects relating thereto, and to secure and present the views of the members to other organizations, governmental agencies, and the public.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property necessary for the activities of the association; to enter into, make, perform, or carry out contracts of every kind with any firm, person, corporation or association necessary for the accomplishment of the objects and purposes herein set forth; to do any acts necessary or expedient for carrying on any or all of the objects and purposes of this corporation not forbidden by law, or by this Certificate of Incorporation, or by its Bylaws, or by the Laws of the State of Idaho.

ARTICLE IV

The time of commencement of this corporation shall be the date of the filing of Article of Incorporation with the State of Idaho as required by law and the term thereof shall be perpetual.

ARTICLE V

The corporation is a corporation which does not contemplate pecuniary gain or profit to the membership thereof and this corporation shall not have any capital stock; no profits or dividends shall be declared by this corporation. No part of the net earnings of the corporation shall inure to the benefit of any member or individual. The corporation may not merge or consolidate except with a corporation qualified as nonprofit under state law and qualified under INTERNAL REVENUE CODE Section 501 (c) (6). Upon dissolution of the corporation other than incident to a merger or consolidation, the assets of the corporation shall either be transferred to the state or federal government; or if refused, then granted, conveyed and assigned to a nonprofit corporation, association, trust, or other organization qualified under INTERNAL REVEUNE CODE Sections 501 (c) (3) or 501 (c) (6).

ARTICLE VI

The qualification of members, mode of election and term of admission to membership, the fees of admission and dues to be paid to the Treasury by its members, the expulsion and suspension of members and other regulations consonant with the objectives of the corporation shall be provided in the By-laws of this corporation.

ARTICLE VII

The members of this corporation shall consist of the persons named herein as incorporators, and such other parties approved for membership by the Board of Directors. The corporation shall not issue shares of stock.

ARTICLE VIII

Each member of this corporation shall have the power to vote. The power to vote of the members of this corporation shall be equal.

ARTICLE IX

The business and affairs of this corporation shall be conducted by a Board of Directors of not less than four (4) directors, who shall be active members and who shall be selected as provided by the By-laws. Vacancies in the Board of Directors shall be filled by a two-thirds majority vote of the Board of Directors. The number of directors constituting the initial Board of Directors shall be three. The members of the initial Board of Directors shall be the incorporators named in ARTICLE II and shall serve as directors until their successors have been elected at an annual meeting and qualified.

ARTICLE X

The annual meeting of the members for the election of all directors, including officers, shall be held as provided in the By-Laws each year during the term of this corporation. The election of officers and directors shall be conducted in such manner and form as may be provided in the By-Laws.

ARTICLE XI

The code of By-Laws for the government and management of this corporation shall be adopted by a two-thirds vote of the members in attendance at a regular or special meeting and may be altered or amended as provided therein.

Amendments to the ARTICLES OF INCORPORATION shall be made as provided by law.

ARTICLE XII

The private property of the members and directors of this corporation shall be forever exempt from its corporate debts.

ARTICLE XIII

The highest amount of indebtedness or liability direct or contingent to which this corporation shall at any time subject itself shall be such amount as shall be authorized by the By-Laws of this corporation.

ARTICLE XIV

The names of the officers of the corporation who shall serve until their successors are duly elected at an annual meeting and qualified are as follows:

President:	Gary Sullivan
Vice President:	Melvin Johnson
Secretary:	Linda F. Sevy
Treasurer:	Linda F. Sevy

IN WITNESS WHEREOF, we have hereunto set our hands this _____
day of _____, 1985.

Gary L. Sullivan
Walter A. Johnson
Linda F. Seng

STATE OF IDAHO)

) ss.

COUNTY OF ADA)

On this 7th day of June, 1985, before me, the undersigned,
a Notary Public in and for the said State, personally appeared _____

Gary L. Sullivan, Walter A. Johnson and
Linda F. Seng

known to me to be the persons whose names are subscribed to the within
instrument and acknowledged to me that they executed the same.

Ann I. Hall