



CERTIFICATE OF INCORPORATION
OF

BOISE #245 CHAPTER OF THE NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION,

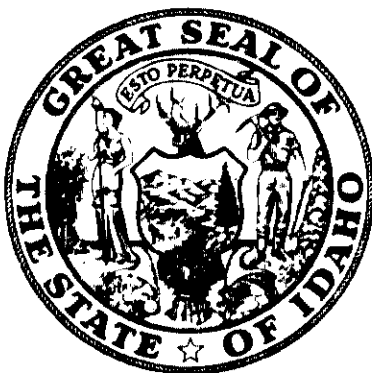
INC.

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 BOISE #245 CHAPTER
OF THE NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION, 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 December 11, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

James H. Hawley
Corporation Clerk

RECEIVED
SEC. OF STATE

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ARTICLES OF INCORPORATION
FOR
BOISE #245 CHAPTER
OF THE
NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is Boise #245 Chapter of the National Association of Women in Construction, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The Corporation is organized for the following purposes exclusively:

1. To unite for their mutual benefit women who are actively employed in the various phases of the construction industry;
2. To promote cooperation, fellowship, and a better understanding among members of the Association;
3. To promote education and contribute to the betterment of the construction industry;

4. To encourage women to pursue and establish their careers in the construction industry; and
5. To provide members an awareness of the legislative process and legislation as it relates to the construction industry.
6. For all other purposes, consistent with the foregoing, for which nonprofit corporations may lawfully be organized under the laws of the State of Idaho.

ARTICLE IV

The corporation is an affiliate of the National Association of Women in Construction, holding exemption under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, and is governed by the Charter and Bylaws of such Association.

ARTICLE V

The members of the Corporation shall be as designated in the Bylaws.

ARTICLE VI

The manner in which the Directors are to be elected or appointed is: All Directors shall be elected by the members entitled to vote.

ARTICLE VII

The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and no part of any net earnings thereof shall inure to the benefit of any member or other individual and further:

- (a) Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

- (b) Act of Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (c) Retention of Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d) Investments. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (e) Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (f) Dissolution or Liquidation. In the event of dissolution or liquidation, all assets of the Corporation remaining after payment of any debts shall be transferred to National Association of Women in Construction or to another non-profit organization with tax-exempt status under the then existing provisions of the Internal Revenue Code of the United States of America.

ARTICLE VIII

The street address of the initial registered office of the Corporation is 350 North 9th Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Merrily Munther.

ARTICLE IX

The number of directors shall be fixed by the Bylaws of the Corporation but shall in no event be less than three (3).

The names and addresses of the persons constituting the initial directors are:

<u>Names:</u>	<u>Addresses:</u>
Paula Peterson	9865 Telfair, Boise, Idaho 83704
Pamela Neill	4410 Cedarwood, Meridian, Idaho 83642
Lorna Rundquist	2715 E. Franklin Road, Meridian, Idaho 83642

ARTICLE X


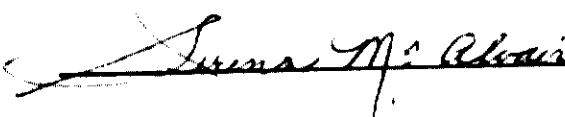
The name and address of each incorporator is:

<u>Names:</u>	<u>Addresses:</u>
Reida Bow	Route 3, Box 259, Caldwell, Idaho 83604
Serena McAlvain	10575 Seneca, Boise, Idaho 83709

ARTICLE XI

The Corporation is a non-profit corporation and has no capital stock.

IN WITNESS WHEREOF, we have hereunto set our hands this 22 day of September, 1982.

STATE OF IDAHO)
) ss.
County of Ada)

I, Connie DalSoglio, a Notary Public, do hereby certify that on this 22nd day of September, 1982, personally appeared before me Reida M. Bow, and Serena McAlvain, who being by me first duly sworn severally declared that they are the persons who

signed the foregoing document as incorporators and that the statements therein are true.

(SEAL)

Connie DalSodiv
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires January 1, 1991