

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BOISE INDUSTRIAL FOUNDATION, INCORPORATED

The members of Boise Industrial Foundation, Incorporated, a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), unanimously approved and adopted the following Amended and Restated Articles of Incorporation ("Articles").

ARTICLE I. NAME

The name of the Corporation is the Boise Industrial Foundation, Inc.

ARTICLE II. REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the registered office is 1910 University Drive, Boise, Idaho, 83725, and the name of the registered agent at this address is Robert S. Fritsch.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To promote, foster, and encourage the growth, development, and prosperity of the Boise Valley area, through a planned program to the end that industry and commerce from outside the area will locate therein; to keep and maintain the prosperity of the industry and commerce presently in the area, and to encourage the growth and expansion thereof.

B. For the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as may be amended from time to time.

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C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall also, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
William Ruud	1910 University Drive Boise, Idaho 83725
James Nelson	P.O. Box 16550 Boise, Idaho 83715-6550
Robert Fritsch	1910 University Drive Boise, Idaho 83725
Samuel H. Crossland	311 W. Highland View Drive Boise, Idaho 83702
James Cruzen	3110 Crescent Rim Drive Boise, Idaho 83706
Jody DeMeyer	444 Fall Drive Boise, Idaho 83706

Peter L. Hirschburg	471 N. Curtis Road Boise, Idaho 83706
Lloyd Howe	9823 Skycliff Avenue Boise, Idaho 83704
J. Richard Jordan	4400 Hillcrest Drive Boise, Idaho 83705
Roger Michener	1111 S. Orchard, Suite 200 Boise, Idaho 83705-1966
Jim Quinn	703 Americana Blvd. Boise, Idaho 83703
Peter Richardson	877 W. Idaho Street, Suite 604 Boise, Idaho 83702-5858

ARTICLE VII. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION

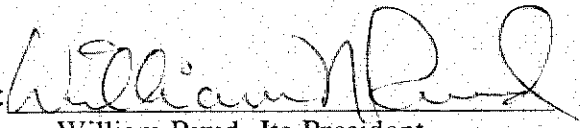
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

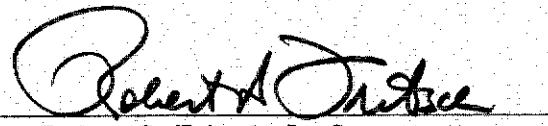
ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors shall have authority to amend the Corporation's Bylaws without further approval of the members for such amendment.

Dated: December 29, 1999

BOISE INDUSTRIAL FOUNDATION, INC.

By: 
William Ruud, Its President

By: 
Robert S. Fritsch, Its Secretary