

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
MAIN STREET MILE, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act ("Act"), hereby adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is MAIN STREET MILE, INC.
2. **NONPROFIT:** This is a nonprofit corporation.
3. **DURATION:** The duration of the corporation shall be perpetual.
4. **PURPOSES:** The purposes to be promoted or carried out by the corporation are as follows:

A. To establish and operate a nonprofit corporation organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time; and

B. To organize and operate events which raise public awareness about men's health issues and advocate the benefits of education, awareness and early detection of prostate cancer; and

C. To make grants, gifts, or distributions to other tax exempt organizations under the Internal Revenue Code of 1986, as amended from time to time, whose charitable and/or educational purposes are related to the promotion of men's health; and

D. To perform all things incidental to, or appropriate in, the achievement of its specific and primary charitable and educational purposes, including receiving, administering, and expending public or private funds for such purposes.

5. **POWERS:** The corporation shall be authorized to do any and all acts and things, and to exercise any and all powers which it may now or hereafter may be lawful for the corporation to do or exercise under the Act to accomplish any of the purposes enumerated in Paragraph 4 hereof. Notwithstanding any of the provisions enumerated herein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

6. **LIMITATIONS:** No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its 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 Paragraph 4 hereof. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

7. **MEMBERSHIP:** The corporation shall not have members.

8. **REGISTERED OFFICE AND AGENT:** The address of the initial registered office of the corporation is 101 S. Capitol Blvd., Suite 208, Boise, Idaho 83702, and the name of the initial registered agent of the corporation is Conrad J. Aiken.

9. **BY LAWS:** Provisions for the regulation of the internal affairs of the corporation shall be set forth in By Laws of the corporation as may be adopted by its incorporator or the initial board of directors.

10. **ELECTION OF DIRECTORS:** Directors of the corporation shall be elected in the manner provided by the By Laws.

11. **INITIAL DIRECTORS:** The number of directors constituting the initial Board of Directors shall be four (or as subsequently provided in the By Laws), and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Name	Street Address	City or Town
Jeffrey C. Allen	3304 S. North Church Place	Boise, ID 83706
Ryan Canning	1624 S. Coronado Ave.	Boise, ID 83709
Erica D. Feider	504 Avenue E	Boise, ID 83712
Gregg Mizuta	504 W. Main Street	Boise, ID 83702

12. **INCORPORATOR:** The name and address of the incorporator is:

Name	Street Address	City or Town
Conrad J. Aiken	101 S. Capitol Blvd., Ste 208	Boise, ID 83702

13. **DISSOLUTION:** Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, as provided in sections 30-3-110 through 30-3-115 of the Act, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be returned per the terms of any conditional grant or conveyance, or distributed or used exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, consistent with any specific designation placed on any such assets or funds.

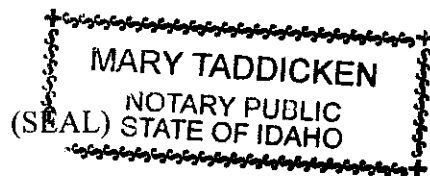
DATED this 12 day of November, 2004.

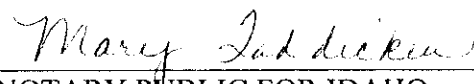

CONRAD J. AIKEN
Incorporator

STATE OF IDAHO)
 : ss
County of Ada)

On this 12th day of Nov., 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared CONRAD J. AIKEN, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

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




NOTARY PUBLIC FOR IDAHO,
Residing at: Boise, Id
My Commission Expires: 7-12-07