

CERTIFICATE OF INCORPORATION
OF

FRIENDS OF CAPITAL CITY, INC.

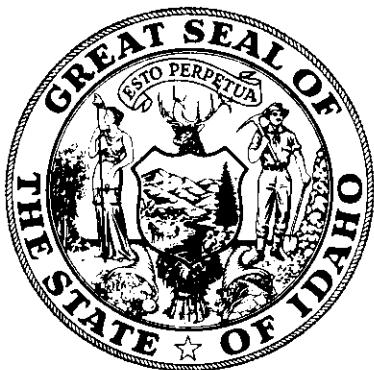
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

FRIENDS OF CAPITAL CITY, 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 September 17, 1986.



SECRETARY OF STATE

Corporation Clerk

SEP 17 1 51 PM '86
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
FRIENDS OF CAPITAL CITY, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned voluntarily join together and do hereby and by these Articles of Incorporation, unite and associate ourselves together in forming a nonprofit corporation under the laws of the State of Idaho, Title 30, Chapter 3, Idaho Code, for the purposes hereinafter stated:

I.

The name of the corporation shall be Friends of Capital City, Inc.

II.

This corporation is a nonprofit corporation.

III.

The term for which this corporation shall exist shall be perpetual.

IV.

The location and post office address of the registered office of this corporation shall be 711-½ West Bannock, P. O. Box 199, Boise, Idaho, 83701, and the name of the registered agent at that address shall be Penland & Munther, Chartered.

V.

The objects and purposes for which this corporation is formed shall be and are:

FIRST: In the public interest of the community and people of the greater metropolitan area of the City of Boise, Ada County, State of Idaho, to cooperate with local agencies, departments and officials, and private enterprise, in the promotion of art works, beautification, preservation and improvements in public areas and open spaces of downtown Boise, such area encompassing the area from 17th Street to Avenue C, from Fort Street to the Boise River, and beyond the Boise River along all major entry ways into the downtown area.

SECOND: In the public interest of the community and people of the greater metropolitan area of the City of Boise, Ada County, State of Idaho, to cooperate with and assist Boise City, Boise Redevelopment Agency and other public and private developers in the improvement, redevelopment and refurbishment of publicly owned areas and facilities in said downtown Boise, Idaho, described in Article V, First Section.

THIRD: In the public interest of the community, to receive from any and all available sources, funds and grants for corporate purposes, and to solicit, receive, expend and utilize the proceeds of fees, donations, bequests, legacies, pledges, commitments and undertakings for any purpose for which this corporation is formed.

FOURTH: In the public interest of the community to purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, manage, market and otherwise deal in and with real property, or any interest therein, situated within the area described in Article V, First Section.

FIFTH: In the public interest of the community, to encourage citizen involvement in redevelopment efforts by sponsorship or promotion of community events, activities and other endeavors consistent with the purposes for which this corporation is formed.

VI.

It is intended that this corporation shall qualify as a corporation exempt from taxation and particularly federal income taxation under Section 501(c)(3), Internal Revenue Code of 1954, as amended. This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3), Internal Revenue Code of 1954, as amended.

VII.

There shall be no capital stock in the corporation. There shall be one class of members in the corporation; the designation of the membership class, manner of qualifying for membership and rights to membership in the corporation shall be set forth in the By-Laws of the corporation.

VIII.

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director, or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and authorities of the Board of Trustees and officers hereof in carrying out the purposes of the corporation. In the event of the termination, liquidation, or dissolution of this corporation for any reason, after paying or adequately providing for the debts of the corporation, all of the remaining assets thereof shall be distributed to such of those organizations having established their tax exempt status under 501(c)(3) of the Internal Revenue Code of 1954, as amended, as the Trustees of the corporation shall determine by majority vote.

IX.

The corporation shall not, in its membership or otherwise, discriminate against any person on the basis of race, color, religion, sex, or national origin.

X.

The governing body of this corporation shall be managed and conducted by a Board of Trustees. The number of Trustees constituting the initial Board of Trustees shall be three (3). The number of trustees of the corporation shall be fixed from time to time by or in the manner provided in the By-Laws, but the number thereof shall never be less than three (3).

The names and addresses of the persons to serve as Trustees until their term of office expires, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Ron J. Twilegar	900 W. Washington Boise, Idaho 83702
Mike Wetherell	1004 W. Fort Boise, Idaho 83702
Helen Simpson Law	IB&T Center 8th & Bannock Streets Boise, Idaho 83702

XI.

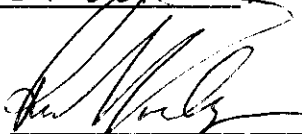
This corporation is formed without capital stock but shall have members, the manner of election, appointment, qualifications and rights thereof to be prescribed in its By-Laws.

XII.

The names and street addresses of the incorporators hereof are as follows:

<u>Name</u>	<u>Address</u>
Ron J. Twilegar	900 W. Washington Boise, Idaho 83702
Mike Wetherell	1004 Fort Boise, Idaho 83702
Helen Simpson Law	IB&T Center 8th & Bannock Streets Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 17th day of September, 1986.



RON J. TWILEGAR

STATE OF IDAHO)
) ss.
County of Ada)

On this 17th day of September, 1986, before me, Robert C. Carson a notary public in and for said county and state, personally appeared RON J. TWILEGAR, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Karen E Carson
NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires 7-22-92

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 17th day of September, 1986.

Mike Wetherell
MIKE WETHERELL

STATE OF IDAHO)
) ss.
County of Ada)

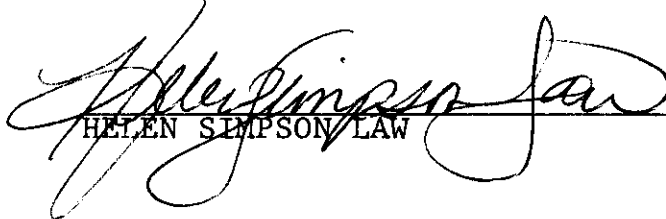
On this 17th day of September, 1986, before me, Karen E Carson a notary public in and for said county and state, personally appeared MIKE WETHERELL, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Karen E Carson
NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires 7-22-92

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 17th day of September, 1986.



HELEN SIMPSON LAW

STATE OF IDAHO)
) ss.
County of Ada)

On this 17th day of September, 1986, before me, Karen E Carson a notary public in and for said county and state, personally appeared HELEN SIMPSON LAW, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)


NOTARY PUBLIC FOR IDAHO
Residing at Boise
My Commission Expires 7-22-92