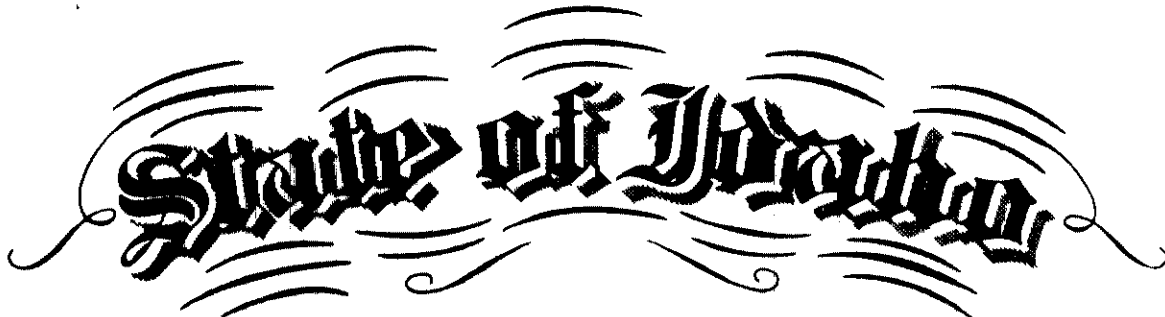


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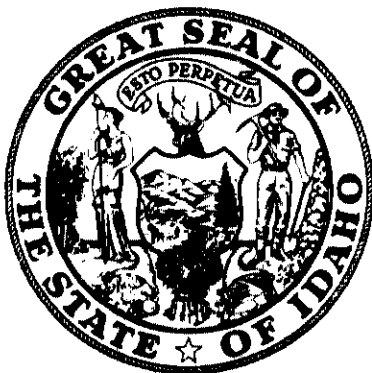
**CERTIFICATE OF INCORPORATION
OF**

COEUR D'ALENE DOWNTOWN ASSOCIATION, INCORPORATED

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 _____
COEUR D'ALENE DOWNTOWN ASSOCIATION, INCORPORATED
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 March 29, _____, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

COEUR D'ALENE DOWNTOWN ASSOCIATION, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS That the undersigned, all being over the age of eighteen years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation (hereinafter called "Corporation") is the "Coeur d'Alene Downtown Association, Incorporated".

ARTICLE II

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

This Corporation is not organized for profit and no part of gains or earnings shall inure to its members. The Corporation's general purpose shall be to promote the common business interests of its membership and not to engage in a regular business carried on for profit. The Corporation shall be a business league formed to improve the general business climate of the commercial area known as Downtown Coeur d'Alene. It is the specific purpose of this Corporation to promote the variety of professional businesses and retail services available in downtown Coeur d'Alene; to develop a strong marketing program to create public awareness and stimulate growth in downtown; to maintain the neat and clean appearance of downtown improvements and to acquire new public amenities; and, to administer a Business Improvement District to the fullest authority allowed under Idaho Code Section 50-2601, et seq., and the successor statutes.

In furtherance of said purposes, and subject to the approval of members, the Idaho Business Improvement District Laws, and corporate laws of Idaho, this Corporation shall have power to:

(a) Perform all of the duties and obligations of the Corporation as set forth in the By-laws;

(b) Fix, levy, collect, and enforce assessments and fines as set forth in the By-laws, in a fair and equitable fashion, and secure the payment of assessments through appropriate methods;

(c) Pay all expenses and obligations incurred by the Corporation in the conduct of its business, including, without limitation, all licenses, taxes, or governmental charges levied or imposed against the Corporation's property.

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, transfer, or grant easements over all or part of any of the Corporation's property to any public agency, authority or utility, for such purposes and subject to such conditions as may be agreed to by the members.

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Corporation;

(h) Litigate, mediate, and arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and By-laws of the Corporation.

(i) Provide for the qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdraw from and restoration of membership, admission fees, charges and assessments, and for reimbursement for services rendered to and expenses incurred on behalf of the Corporation by any member or officer of the Corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and,

(j) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise. However, the Corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1954, and the regulations thereunder as now exist or as may be amended in the future.

ARTICLE IV MEMBERS AND MEMBERSHIP

A. Non-Stock Corporation. Participation in management and ownership of the Corporation shall be by membership only. The Corporation shall issue no stock and shall have no shareholders, but shall have members.

B. Membership. The qualifications, classes and rights of members are set forth in the By-Laws of this Corporation.

C. Management. The Board of Directors shall constitute the governing body of this Corporation.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at 408 Sherman Avenue, Coeur d'Alene, Idaho 83814, and the initial registered agent at such address shall be Sandi Bloem.

ARTICLE VI
BOARD OF DIRECTORS; INCORPORATIONS

The affairs of this Corporation shall be managed in accordance with the By-Laws by a Board of not less than nine (9) nor more than twenty-five (25) Directors. The names and addresses of the incorporators of the Corporation, who shall also act as the initial Directors of the Corporation, until the selection of their successors, are:

<u>Name</u>	<u>Address</u>
1. Bruce Winters	309 Sherman Avenue, Coeur d'Alene
2. R. Brad Jordan	208 N. Fourth Street, Coeur d'Alene
3. Ron L. Ouren	401 Front Avenue, Coeur d'Alene
4. John A. Gagnon	119 N. 4th Street, Coeur d'Alene
5. Dennis R. Deming	513 Sherman Avenue, Coeur d'Alene
6. Al C. Olmstead	311 Sherman Avenue, Coeur d'Alene
7. A. Williene Gagnon	119 N. Fourth Street, Coeur d'Alene
8. Marie O'Brien Steele	220 Sherman Avenue, Coeur d'Alene
9. Robert H. Elder	424 Sherman Avenue, Coeur d'Alene
10. William T. Reagan	C-7200, Coeur d'Alene
11. Marlys Rogers	302 Sherman Avenue, Coeur d'Alene
12. John M. McCray	416 Sherman Avenue, Coeur d'Alene
13. Sandra L. Bloem	402 Sherman Avenue, Coeur d'Alene

ARTICLE VII
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

DATED this 27th day of March, 1990.

INCORPORATORS

Bruce Winters
Bruce Winters

R. Brad Jordan
R. Brad Jordan

Ron L. Ouren
Ron L. Ouren

John A. Gagnon
John A. Gagnon

Dennis R. Deming
Dennis R. Deming

Al C. Olmstead
Al C. Olmstead

A. Willene Gagnon
A. Willene Gagnon

Marie O'Brien Steele
Marie O'Brien Steele

Robert H. Elder
Robert H. Elder

William T. Reagan
William T. Reagan

Marlys Rogers
Marlys Rogers

John M. McCray
John M. McCray

Sandra L. Bloem
Sandra L. Bloem