



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

~~CENTENNIAL WATERFRONT PARK FOUNDATION, INC.~~

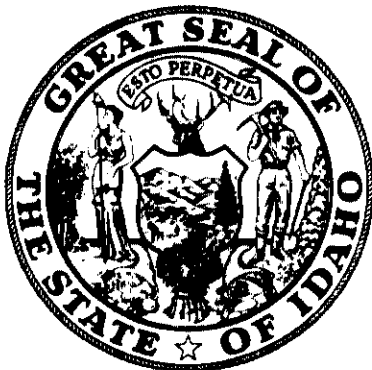
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

~~CENTENNIAL WATERFRONT PARK FOUNDATION, 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 May 30, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth Szabala*

Corporation Clerk

92422

ARTICLES OF INCORPORATION

OF

CENTENNIAL WATERFRONT PARK FOUNDATION, INC.

(A Non-Profit Corporation)

RECEIVED  
SEC. OF STATE

30 MAY 30 PM 1 25

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a non-profit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3, of the Idaho Code, and we certify in writing:

ARTICLE 1  
NAME

The name of the corporation shall be Centennial Waterfront Park Foundation, Inc.

ARTICLE 2  
PURPOSES

The corporation is organized exclusively for the purpose of soliciting funds to be donated for the creation and maintenance of the Centennial Waterfront Park to be located in the proximity of the Snake River in Twin Falls County, Idaho.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

The foregoing provisions shall apply notwithstanding any other provisions herein to the contrary.

ARTICLE 3  
POWERS

The corporation shall have the powers generally granted to non-profit corporations, as those powers are enumerated in §30-307, Idaho Code, as the same now exist or may hereafter be amended.

ARTICLE 4  
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE 5  
NONMEMBERSHIP CORPORATION

The corporation will be a nonmembership corporation, and its affairs shall be conducted by the Board of Directors as established hereunder.

ARTICLE 6  
REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 401 Second Street North, Twin Falls, Idaho 83301. The post office address of the registered office of the corporation in the State of Idaho, County of Twin Falls, shall be P.O. Box 1901, Twin Falls, Idaho 83303-1901. G. Kent Taylor shall be the registered agent at the address set forth above.

ARTICLE 7  
INCORPORATORS

Following are the names and addresses of the incorporators:

<u>Name of Incorporator</u>	<u>Address</u>
Tom Ashenbrener	Route 3, Box 6744 Twin Falls, ID 83301
Cliff Snider	Route 1, Box 4024 Twin Falls, ID 83301

ARTICLE 8  
BOARD OF DIRECTORS

The Board of Directors shall consist of at least five persons elected by the Board of Directors of the Rotary Club of Twin Falls, Inc., whose mailing address is P.O. Box 821, Twin Falls, Idaho 83303-0821, pursuant to §30-314, Idaho Code. The directors shall serve one-year terms. The names and addresses of the original Board of Directors of the corporation, each of whom shall serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Tom Ashenbrener	Route 3, Box 6744 Twin Falls, ID 83301
Mike Brock	327 Sixth Avenue North Twin Falls, ID 83301
Martin D. McLellan	118 Taylor Twin Falls, ID 83301
Tom Mikesell	Route 5, Box 3489 Twin Falls, ID 83301
Ken Deibert	Route 3, Box 6819 Twin Falls, ID 83301
Cliff Snider	Route 1, Box 4024 Twin Falls, ID 83301

ARTICLE 9  
OFFICERS


There shall be at least the offices of President, Secretary and Treasurer. The Board of Directors may, however, appoint such other officers as they deem necessary.

ARTICLE 10  
BY-LAWS

The initial By-laws of the corporation shall be adopted by its board of directors. The board of directors shall have the power to adopt, alter, amend or repeal the By-laws by a simple majority.

IN WITNESS WHEREOF, we have set our hands this 25<sup>th</sup> day of May, 1990.

  
\_\_\_\_\_  
Tom Ashenbrener

  
\_\_\_\_\_  
Cliff Snider

STATE OF IDAHO                    )  
  ) ss.  
County of Twin Falls            )

On May 25<sup>th</sup>, 1990, before me, the undersigned, a notary public in and for said county and state, personally appeared Tom Ashenbrener, 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 same day and year in this certificate first above written.

Janaye Ridgway  
Notary Public for Idaho  
Residing at: Twin Falls ID  
Commission Expires: 10-21-94

STATE OF IDAHO                    )  
                                      ) ss.  
County of Twin Falls            )

On May 25<sup>th</sup>, 1990, before me, the undersigned, a notary public in and for said county and state, personally appeared Cliff Snider, 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 same day and year in this certificate first above written.

Janaye Ridgway  
Notary Public for Idaho  
Residing at: Twin Falls ID  
Commission Expires: 10-21-94

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