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State of Idaho

Department of State

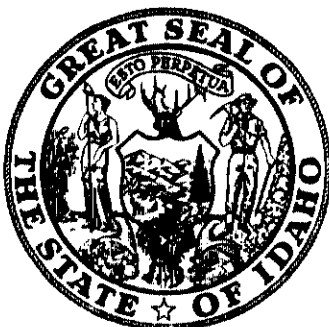
CERTIFICATE OF INCORPORATION OF

SOUTHWEST ADA COUNTY ALLIANCE, 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 SOUTHWEST ADA COUNTY ALLIANCE, 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: October 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

of

SOUTHWEST ADA COUNTY ALLIANCE, INC.

Oct 26 4 24 PM '93
SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Idaho, in compliance with the provisions of Title 30, Chapter 3, Idaho Code (the "Act"), and for that purpose, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND AREA: The name of the corporation is the **SOUTHWEST ADA COUNTY ALLIANCE, INC.** (the "Corporation"). The boundary of the area of concern to the Corporation is generally described as that area in Ada County, Idaho, south of Interstate 84 to Meridian-Kuna Road at Overland Road.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the Corporation is located at 960 Broadway, Suite 260, Boise, Idaho 83706, County of Ada, State of Idaho, and may operate and maintain offices at such other places within this State.

ARTICLE III

PURPOSE: The Corporation shall be a nonprofit, membership corporation. The Corporation is organized for the purpose of carrying on any and all activities for which nonprofit corporations may be incorporated under the laws of this State, as they may be amended from time to time, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future United States Internal Revenue laws.

To exercise all powers granted by law necessary and proper to carry out the above-stated 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 IV

SPECIFIC BUSINESS: The specific business for which the Corporation is organized and intends actually to conduct in this State, which shall be conducted in a manner so as not to limit the character of the exempt activities which the Corporation may ultimately conduct, are as follows:

- [1] To provide an ongoing opportunity for citizen participation in the decision-making processes of government in a positive and productive manner.
- [2] To present testimony and information to various governmental entities and the press concerning issues of interest to the Corporation.
- [3] To provide a mechanism which facilitates communication between local government and the members of the Southwest Ada County Alliance.
- [4] To encourage citizens to develop an understanding of the needs and expectations of the entire community.
- [5] To encourage citizens to identify neighborhood and community problems and needs, and to assist in the development and implementation of programs which respond to these problems and needs.
- [6] To encourage citizens to undertake action programs which improve the physical and social environment of the neighborhoods and the community.
- [7] To encourage a spirit of cooperation and goodwill among residents of the neighborhoods and the community.
- [8] To promote the general welfare of the citizenry residing in the neighborhoods and the communities.

ARTICLE V

INCORPORATORS: The name and address of the incorporator of the Corporation is:

NAME	ADDRESS
JoAnn C. Butler	277 North 6th Street, Suite 200 Boise, Idaho 83702

ARTICLE VI

BOARD OF DIRECTORS: The affairs of the Corporation shall be conducted by a Board of Directors who shall number not less than seven (7), nor more than fifteen (15) members. The names and addresses of the persons who are appointed to serve as directors of the Corporation until the second annual meeting of the Members, or until their successors are elected and qualified, are:

NAME	ADDRESS
Mike Bermansolo	1970 Canonero Way Boise, Idaho 83709
Betty Bermansolo	1970 Canonero Way Boise, Idaho 83709
Virgil Moore	11627 W. Peak View Boise, Idaho 83709
Garland Reisner	1222 Lizaso Boise, Idaho 83709
Beverly Schmierer	11360 Lake Hazel Boise, Idaho 83709
Roger Madsen	7842 W. Desert Boise, Idaho 83709
Michael Cammann	1945 Canonero Way Boise, Idaho 83709
Brent Brocksome	11277 Verde Boise, Idaho 83709

ARTICLE VII

LIMITATIONS: No part of net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered on behalf of the Corporation and to make payments and distributions in the furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be 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 campaigns on behalf of any candidate for public office.

ARTICLE VIII

DISSOLUTION: In the event of a dissolution of the Corporation, other than incident to a merger or consolidation, any assets remaining after payment to creditors, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or the corresponding Section of any future Federal Tax Code. Any such assets not so disposed of, shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

ANNUAL MEETING: The annual meeting of the Board of Directors is to be held at a place within this State.

ARTICLE X

DURATION: The existence of the Corporation shall be perpetual unless sooner terminated as provided for by law.

ARTICLE XI

MEMBERSHIP PROVISIONS: The qualifications thereof and all rights and privileges and powers vested and reserved to members shall be fixed by the Bylaws of the Corporation (the "Bylaws"). The right of members, or classes of members to vote, may be limited, enlarged, or denied to the extent provided in the Bylaws. And unless so limited, enlarged or denied, each member, regardless of class, shall, be entitled to one vote on each matter submitted to a vote of the members. Meetings of members shall be held at such place within this State in accordance with the Bylaws, or if such place is not provided, then all such meetings shall be held at the principal office of the Corporation. An annual meeting of the voting members shall be held at such time and place as fixed by the Bylaws. At such meeting, the members shall elect directors to replace those directors whose terms expire on the date, of such annual meeting, and conduct any other business that may lawfully come before the membership for a vote. Special meetings of the members may be called as provided in the Bylaws. Board members shall elect a spokesperson and upon and with consent of the majority of the Board members, the spokesperson may present letters, present testimony, issue press releases, attend meetings, and other actions as agreed upon by the Board.

ARTICLE XII

FISCAL YEAR: The fiscal year of the Corporation shall end on December 31st of each year.

ARTICLE XIII

REGISTERED AGENT: The name and address of the initial Registered Agent of the Corporation is:

Brent Brocksome
960 Broadway, Suite 260
Boise, Idaho 83706

ARTICLE XIV

AMENDMENTS: Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the members.

IN WITNESS WHEREOF, I have set my hand this 26th day of October, 1993.



JoAnn C. Butler, Incorporator