



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PROGRESSIVE BUSINESSMENS' ASSOCIATION OF IDAHO, INC.

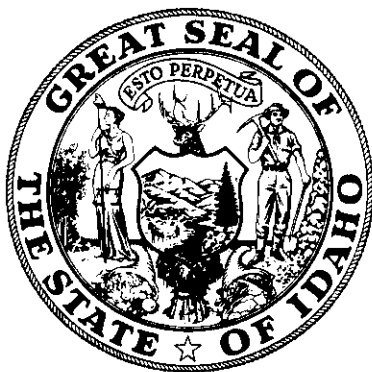
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PROGRESSIVE BUSINESSMENS' ASSOCIATION OF IDAHO, 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 15th, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAY 15 4 49 PM '00
SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

PROGRESSIVE BUSINESSMENS' ASSOCIATION OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America and of the State of Idaho, in order to form a nonprofit corporation, under the provisions of Chapter III, Title 30, Idaho Code, for the purposes herein set forth, do hereby certify as follows:

ARTICLE I

Name. The name of this corporation shall be "Progressive Businessmens' Association of Idaho, Inc."

ARTICLE II

Registered Office and Agent. The registered office and post office address of this corporation shall be 229 South 10th Street, Boise, Idaho, 83702, and its registered agent shall be Allen Pieper, whose address is the same.

ARTICLE III

Existence of the Corporation. This corporation shall have perpetual existence.

ARTICLE IX

Nonprofit Corporation. This corporation is organized pursuant to Idaho law as a nonprofit corporation.

ARTICLE V

Purpose. The purpose of this corporation shall be that of a trade association organized to promote and advance its members' business interests and public relations for the marketing and sale, both wholesale and retail, of smoking paraphernalia and related items. It is further organized for the purpose of promoting free enterprise in all forms, including the retail and wholesale

sale of merchandise of all types to the general public in this State.

ARTICLE VI

Powers and Duties. This corporation shall have all powers and authority granted to general business corporations and to nonprofit corporations pursuant to the "Idaho Business Corporation Act" and Title 30, Chapter III, Idaho Code. It shall be bound by the duties imposed by said Idaho corporate law.

ARTICLE VII

Membership. Membership in this corporation shall be opened to all interested and concerned individuals, partnerships, corporations, organizations or associations supportive of the purposes of this corporation.

- a) Certificates of membership may be issued to each qualified member of this corporation and the rights and interests of all qualified members shall be equal, with each qualified member being eligible for and entitled to one vote;
- b) The qualifications and obligations of membership shall be set forth in the by-laws of this corporation;
- c) Membership in this corporation shall be assessable in accordance with the by-laws and as determined by the Board of Directors.

ARTICLE VIII

Board of Directors. Responsibility for the general control and management of the policy, affairs, and direction of the corporation shall be vested in the Board of Directors. The Board of Directors shall consist of not less than three qualified members with the actual number of directors, their powers, duties and authority, term of office and method of election to be prescribed by the by-laws.

ARTICLE IX

Stock and Dividends. This corporation is organized not for

pecuniary profits and shall have no capital stock and shall declare no dividends. No part of the net earnings of the corporation shall annure to the benefit of any member. The corporation may compensate its members, officers, directors and employees reasonably and justly for services rendered, goods furnished or expenses incurred.

ARTICLE X

Tax Exempt Organization. It is the intent of the incorporators that this organization shall in incorporated as a tax exempt organization pursuant to the terms of the United States Internal Revenue Code of 1954, as amended, Section 501(c)(6). To that end, this corporation shall be subject to all the restrictions and requirements now or hereafter imposed by the United States Internal Revenue Code of 1954, as amended, and any rules and regulations duly and properly promulgated and the application and interpretation of said code with which compliance is required for qualification as a tax exempt organization.

ARTICLE XI

Dissolutionment. In the event of the dissolution of this corporation, or in the event that it should cease to carry out its purposes herein set forth, all funds and property remaining after paying or adequately providing for the debts and obligations of the corporation shall be held in trust for the use or benefit of, or distribution to, another nonprofit corporation organized and existing for the general purposes and objective of this corporation, as hereinabove stated.

ARTICLE XII

Amendments. These articles may be amended only upon a majority vote of the entire qualified membership of this corporation at any meeting called for the purpose of amending these articles of incorporation and provided notice of the proposed amendment has been mailed to each qualified member of this corporation at least ten

days prior to such meeting.

ARTICLE XIII

Incorporators. The names and addresses of the incorporators are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---------------------------------------------|
| Allen L. Pieper | 229 South 10th Street Boise, Idaho 83702 |
| Larry Pinegar | 4940 Wildrye Drive Boise, Idaho 83703 |
| Daniel Ewing | 1222 Broadway Boise, Idaho 83706 |

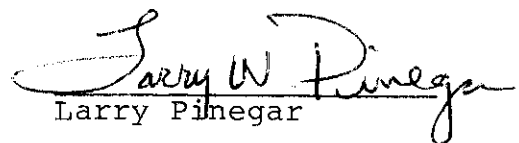
ARTICLE XIV


Board of Directors. The names and addresses of the initial Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---------------------------------------------|
| Allen L. Pieper | 220 South 10th Street Boise, Idaho 83702 |
| Larry Pinegar | 4940 Wildrye Drive Boise, Idaho 83703 |
| Daniel Ewing | 1222 Broadway Boise, Idaho 83706 |

DATED This 9 day of May, 1980.


Allen L. Pieper


Larry Pinegar


Daniel Ewing