

ARTICLES OF INCORPORATION
OF
BOISE ADVERTISING FEDERATION, INC.

FILED

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of legal age, a majority of whom are residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the statutes of the State of Idaho. We hereby adopt the following Articles of Incorporation for said non-profit corporation:

JUL 8 1998
STATE OF IDAHO
SEC. 1. NAME OF CORPORATION
INNOCENT MIND INC.
07/08/1998 CT. 2349
EX: 10/08/1998
C12474/3

FIRST:

The name of the Corporation is Boise Advertising Federation, Inc.

SECOND:

The period of its duration is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized is to provide an educational and fraternal organization for the betterment of the field of advertising. To increase the understanding of advertising and its role among public life. To provide fellowship and culture among persons of the advertising profession.

FOURTH:

The Corporation shall issue certificates representing membership and voting rights. There shall be one class of members designated as general. Each member shall have one vote commensurate with membership.

FIFTH:

The address of the initial registered office of the corporation is 509 N. 13th Street, Boise, Idaho, 83702, and the name of the initial registered agent at such address is Kristi Simmons.

SIXTH:

The conditions of membership in this corporation are as follows:

1. Any person in the greater Boise area, in good standing, who is either a buyer or seller of advertising, or an advertising writer or artist, or an executive of a business which buys or sells advertising, or advertising services, shall be eligible for membership.
2. Other associate, honorary or other specially designated memberships as may be established by a duly organized IAF local club or by the Board of Directors for the IAF.

SEVENTH:

The certificate of incorporation may be amended in the manner provided by the statutes of the State of Idaho at the time of amendment.

EIGHTH:

The number of directors constituting the initial Board of Directors of the corporation is fifteen (16), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Kristi Simmons
509 N. 13th Street
Boise, Idaho 83702

Laurel Judy
600 East River Park Lane, Suite 110
Boise, Idaho 83706

Jerry Bodine
P.O. Box 7
Boise, Idaho 83707

Sandy McBride
816 W. Bannock
Boise, Idaho 83702

Doug Armentrout
8000 Federal Way
boise, Idaho 83706

Tracy Bonner
300 E. Mallard, Suite 200
Boise, Idaho 83706

Molly Blackaby
202 N. 9th, Suite 400
Boise, Idaho 83702

Katie Fuess
802 W. Bannock, Suite 404
Boise, Idaho 83702

Kym Pratt
P.O. Box 2
Boise, Idaho 83707

Sharon Payne
4182 Ticonderoga
Boise, Idaho 83706

Amanda Jakomeit
190 E. Bannock
Boise, Idaho 83712

John Henry Rue
P.O. Box 1212
Nampa, Idaho 83653

Lisa Royal
1009 Main Street, Suite 570
Boise, Idaho 83702

Tamie Hopkins
P.O. Box 2691
Boise, Idaho 83701

Belinda Isley
P.O. Box 2815
Boise, Idaho 83701

Terri Rodger
350 N. 9th Street
Boise, Idaho 83702

NINTH:

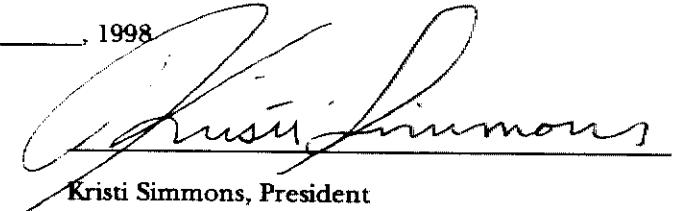
The name and addresses of the incorporators are:

Kristi Simmons
509 N. 13th Street
Boise, Idaho 83702

TENTH:

In the event that the Boise Advertising Federation is dissolved for any reason, and after all outstanding debts and obligations have been paid, the remaining assets will be donated to an advertising scholarship fund for students at Boise State University.

DATED this _____ day of _____, 1998


Kristi Simmons, President

STATE OF IDAHO

COUNTY OF ADA

On this _____ day of _____, 1998, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Kristi Simmons, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.