



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

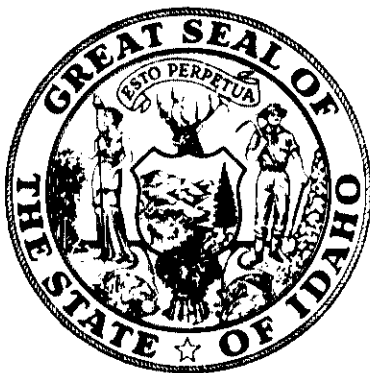
JEROME DEVELOPMENT CO. INC.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of **JEROME DEVELOPMENT CO. INC.**

duly signed and verified pursuant to the provisions of the Idaho Business 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated **September 24**, 19 **84**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

SEP 21 6 35 AM '84
STATE

SEP 12 6 23 AM '84
STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
JEROME DEVELOPMENT CO. INC.

In accordance with the requirements of law, the Articles of Incorporation of Jerome Development Co. Inc., have been amended by deleting entirely the original preamble to the Articles (first paragraph) and original Article II and substituting in their place a preamble and Article II as set forth in the following Restated Articles of Incorporation. The Articles of Incorporation of Jerome Development Co. Inc., have further been amended by adding Articles X, XI and XII as set forth in the following restatement:

RESTATED
ARTICLES OF INCORPORATION
OF
JEROME DEVELOPMENT CO. INC.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, of full age, natural persons, Citizens of the United States, and residents of the State of Idaho, do hereby associate ourselves together to form and establish a non-profit corporation under the provisions of Chapter III of Title 30, Idaho Code.

ARTICLE I

The name of this corporation is JEROME DEVELOPMENT CO. INC.

ARTICLE II

This corporation is formed for the purpose of engaging in charitable activities within the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 as that said Section may

be subsequently amended.

A further purpose of this corporation is to promote foster, and encourage the growth development and prosperity of Jerome, Idaho; to lessen the burdens of Government; to promote social welfare; to encourage and promote of development of industry and commerce in Jerome and the surrounding area; to improve business conditions of one or more lines of business or commerce as distinguished from performance of particular services for individual persons which, later activity, is specifically prohibited; and to engage in any other activity for any lawful purpose for which non-profit corporations may be organized under the Idaho Business Corporation Act (Chapter III, Title 30, Idaho Code), provided however, that all activity of the corporation shall be limited to the furtherance of exempt purposes within the intendment of sections 501(c) (3) of the 1954 Internal Revenue Code as the same may be amended. Provided, further that Jerome Development Co., Inc., shall not be empowered to devote more than an insubstantial portion of its activities to lobbying, for instance may not participate directly or indirectly in any political campaign.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this Corporation, and the place where the principle business of this Corporation is to transacted is Jerome, Jerome County, Idaho.

ARTICLE V

The total capital stock of this Corporation shall be \$100,000.00, divided into four thousand (4000) shares of common stock of the par value of \$25.00 each. The capital stock of the Corporation after the amount of the par value has been paid shall

not be subject to assessment, and no part of the stock, issued as fully paid, shall be assessable, or be assessed.

ARTICLE VI

The names and addresses of the incorporators, and the number of shares of stock subscribed by each, are as follows:

<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Charles J. Marshall	Jerome, Idaho	4
Donald E. Soli	Jerome, Idaho	4
John Hosman	Jerome, Idaho	4
W. B. Churchman	Jerome, Idaho	4
W. F. MacKnight	Jerome, Idaho	4
E. D. McCleery	Jerome, Idaho	4
D. A. L'Herisson	Jerome, Idaho	4
John Steile, Jr.	Jerome, Idaho	4
C.E. Harder	Jerome, Idaho	4
Frank M. Rettig	Jerome, Idaho	4
Earl C. Greenawalt	Jerome, Idaho	4
V.E. Cammozzi	Jerome, Idaho	4

ARTICLE VII

The number of directors of this Corporation shall not be less than seven (7), nor more than fifteen (15) and within such limits the number, qualifications, terms of office, manner of election and powers and duties of directors shall be fixed and may be altered from time to time as may be provided in the By-laws. The persons named as incorporators shall act in the capacity of Directors until the successors are elected and qualified.

ARTICLE VIII

The private property of the stockholders of this Corporation shall not be subject to or liable for the payment of the Corporation debts or obligations to any extent whatsoever, and the shares of stock of this Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying the debts or obligations of the Corporation.

ARTICLE IX

By-Laws shall be adopted by the incorporators, and when so adopted may thereafter be repealed, amended, or new By-Laws adopted by the Directors by two-thirds vote thereof, or by the

share holders in the manner now, or hereafter provided by law. The right is reserved for the Directors to appoint an Executive Committee with power to exercise all of the powers of the Board of Directors. The number of such committee, method of appointment, and procedure governing the actions of such committee to be determined in the By-Laws. Provided, however, that the By-Laws as adopted, or thereafter amended shall contain no provisions inconsistent with the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954.

ARTICLE X

The corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on stockholders are granted subject to this reservation. Provided, however, that any alteration, amendment, change or repeal of any provision in the Articles of Incorporation or subsequent amendments thereto, shall not be inconsistent with provisions of Section 501(c) (3) of the Internal Revenue Code of 1954.

ARTICLE XI

No part of the earnings of the corporation shall enure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II 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 statements) any political campaign on behalf of any candidate for public office.

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 the corresponding provision of any future United States Internal Revenue Code)., or (b) by a corporation contributions to which are deductible under Section 507(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE XII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) 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 District Court of the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

The number of stockholders entitled to vote for the amendment and restatement of Articles of Incorporation of Jerome Development Co., Inc., are 212 186 stockholders have, by written consent, voted upon and cast ballots for the amendment and restatement of the above-referenced Articles of Incorporation as amended and restated.

IN WITNESS WHEREOF, we have hereunto set our hands at Jerome, Idaho, this 27th day of August, 1984.

JEROME DEVELOPMENT CO., INC.

BY *Frank Titus*
President

Attest:

Henry B. Pharris
Secretary

STATE OF IDAHO)
 : ss.
County of Jerome)

On this 27th day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Frank Titus and Henry B. Pharris known to me to be the President and Secretary of the corporation that executed this instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

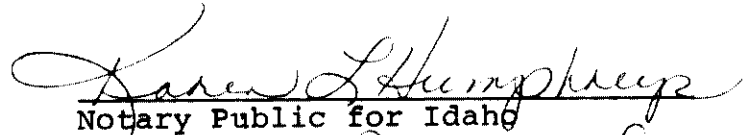
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this instrument first above written.

Karen L. Humphrey
NOTARY PUBLIC for Idaho
Residing at: *Jerome, Id*

VERIFICATION

STATE OF IDAHO)
 :ss
County of Jerome)

I, Karen Humphreys, a notary public, do hereby certify that on this 27th day of August, 1984, personally appeared before me Frank Titus, who, being by me first duly sworn, declared that he is the president of Jerome Development Co., Inc., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Jerome ID
My Commission expires: 8-1-87