

**FILED EFFECTIVE**

**2016 FEB -4 PM 2:23**

**AMENDED AND RESTATED** **SECRETARY OF STATE**  
**ARTICLES OF INCORPORATION** **STATE OF IDAHO**

**OF**

**DESTINATION CALDWELL, INC.**

We, the undersigned, desiring to amend and restate the Articles of Incorporation for the above named corporation, do hereby amend and restate the articles previously filed by replacing said articles with the following:

**ARTICLE ONE**  
**NAME**

The name of the corporation is DESTINATION CALDWELL, INC.

**ARTICLE TWO**  
**PURPOSE**

The corporation is organized for the non-profit purposes of educating the residents and visitors to the City of Caldwell and surrounding area about the diverse culture, educational, scientific, civic, and athletic attractions and events available to the public in Caldwell and the surrounding area; lessening the burdens of government by providing information, advice, and assistance to the residents of, and visitors to, the City of Caldwell and surrounding area regarding issues related to tourism, including directions, transportation, and safety; enhancing the visitor and resident experience in the City of Caldwell and surrounding area through activities consistent with

IDAHO SECRETARY OF STATE

**02/04/2016 05:00**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION - 1**

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charitable purposes including educational programs, research, conferences, seminars, and other dissemination of information related to tourism, tourism economics, and destination development.

### **ARTICLE THREE** **NON-PROFIT PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE FOUR** **PROHIBITED ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 described in section 501(c)(3). 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 campaign on behalf of or in opposition to 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, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which

are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE FIVE**  
**DURATION**

The period of the duration of this corporation is perpetual.

**ARTICLE SIX**  
**MEMBERS**

The corporation shall have no members.

**ARTICLE SEVEN**  
**REGISTERED OFFICE AND AGENT**

The address of the corporation's registered office is 16365 W. Linden, Caldwell, Idaho 83607. The registered agent at such address is Keri K. Smith-Sigman.

**ARTICLE EIGHT**  
**DIRECTORS**

The number of directors constituting the Board of Directors of the corporation is nine (9).  
The names and addresses of the persons who are to serve as the directors are:

Keri K. Smith-Sigman  
16365 W. Linden  
Caldwell, ID 83607

Ken Wien  
16847 Lonkey Lane  
Caldwell, ID 83607

Warren Kouba  
4983 Bronze Spur Way  
Nampa, ID 83687

Kelli Jenkins  
16091 Orchard Avenue  
Caldwell, ID 83607

Tyler Morgan  
10555 Rain Springs Street  
Nampa, ID 83687

Wendy McClain  
8364 Copper Creek Way  
Middleton, ID 83644

John McGee  
2607 Aspen Falls Avenue  
Caldwell, ID 83605

Gregg Alger  
16473 Chicken Dinner Road  
Caldwell, ID 83607

Steve Fultz  
2723 E. Maryland Avenue  
Nampa, ID 83686

**ARTICLE NINE**  
**DISTRIBUTION ON DISSOLUTION OR LIQUIDATION**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.


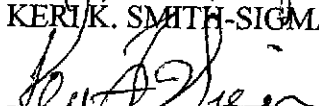
**ARTICLE TEN**  
**AMENDMENTS**

These Articles of Incorporation may be amended from time to time in any manner lawful under the Idaho Nonprofit Corporation Act.

**ARTICLE ELEVEN**  
**MANNER OF ADOPTION**

These Amended and Restated Articles of Incorporation were adopted by the unanimous vote of the Board of Directors. All seven directors were entitled to vote and all seven voted for each amendment. No directors voted against an amendment.

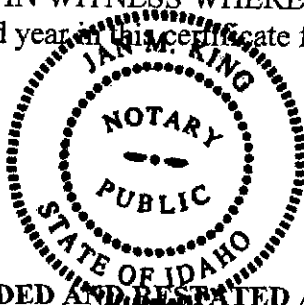
IN WITNESS WHEREOF, we have hereunto set our hands this 22 day of January, 2016.


  
KERI K. SMITH-SIGMAN, President  
  
KEN WIEN, Vice President

STATE OF IDAHO            )  
                                      : ss.  
County of Canyon        )

On this 22 day of January, 2016, before me, the undersigned, a Notary Public in and for said State, personally appeared KERI K. SMITH-SIGMAN, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

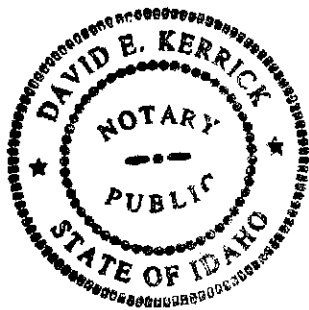



  
Notary Public for Idaho  
Residing at: Caldwell, Idaho  
My Commission Expires: 8-5-2017

STATE OF IDAHO                     )  
  : ss.  
County of Canyon                 )

On this 22 day of January, 2016, before me, the undersigned, a Notary Public in and for said State, personally appeared KEN WIEN, known or identified 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 day and year in this certificate first above written.



  
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Notary Public for Idaho  
Residing at: Caldwell, Idaho  
My Commission Expires: 8/1/18