

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE LIVABLE COMMUNITY GROUP, INC.
File number C 118144

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 THE LIVABLE COMMUNITY GROUP, 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: February 3, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bedrie*

ARTICLES OF INCORPORATION

OF

THE LIVABLE COMMUNITY GROUP, INC.

FEB 3 1 37 PM '97
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

ARTICLE I

This corporation shall be separate and distinct business entity whose name shall be: The Livable Community Group, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The place in this State where the principal offices of the corporation is to be located in Idaho, City of Boise, County of Ada. Said corporation is organized exclusively for educational, scientific and professional; purposes.

IDAHO SECRETARY OF STATE
DATE 01/22/1997
0900 57259 2
CX #: 106 CUST# 75213
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ARTICLE IV

The purposes and powers of this corporation are as follows:

1. Purpose. The livable Community Group, Inc. will provide a united effort among citizens to assure livable communities in Idaho.
2. Powers. This corporation shall have powers to the full extent allowed by law.

ARTICLE V

The corporation is to have no members. The original Board of Directors of this Corporation shall consist of Lark Corbeil, Steve Benner, and Carla Fromm. The Board of Directors' addresses are as follows: Lark Corbeil, 1321 W. Washington, City of Boise, County of Ada, State of Idaho, Steve Benner, 6120 Castle Dr., City of Boise, County of Ada State of Idaho, and Carla Fromm, 5629 Lynwood Place, City of Boise, State of Idaho. The existing directors may elect successor directors.

ARTICLE VI

The internal affairs of the corporation shall be under the exclusive control; of the directors of said corporation, provided, however, that said directors may be delegated to whatever responsibilities they deem advisable, and provided further the corporation shall always comply with the following provisions:

Except as provided in the Idaho Non-profit Corporation Act, all corporate powers shall be exercised by or under the authority of, and all the affairs of the corporation managed, under the direction of its board.

ARTICLE VII

The name of the initial registered agent is Steve Benner, whose address is 6120 Castle Dr., City of Boise, County of Ada, State of Idaho.

ARTICLE VIII

The names and addresses of the initial board of directors are:

Lark Corbeil
1321 W. Washington
Boise, ID 83701

Steve Benner
6120 Castle Drive
Boise, ID 83703

Carla Fromm
5629 Lynwood Place
Boise, ID 83706

ARTICLE IX

No part of the net earnings of this corporation shall inure 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 IV hereof. No substantial part of the activities of the corporation shall consist of attempting to influence legislation and the corporation shall not participate on, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any of the above provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the United States Internal Revenue

Code or by a corporation, contributions to which are deductible under the United States Internal Revenue Code.

ARTICLE X

Responsibility for the general control and management policy and affairs of the corporation shall be vested in the Board of Directors. The board of directors shall consist of the three individuals previously named whose position on the Board of Directors shall be perpetual, provided, however, that each director may resign at any time and the remaining director shall appoint a successor.

ARTICLE XI

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or through such organization or organizations organized and operated exclusively for educational, scientific or professional purposes as shall, at the time, qualify as an exempt organization under the applicable provisions of the Internal Revenue Code as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent and jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 3rd
day of FEBRUARY, 1997.

Lark A. Corbeil
LARK CORBEIL
CO-DIRECTOR

Steve D. Benner
STEVE BENNER
CO-DIRECTOR

Carla Fromm
CARLA FROMM
CO-DIRECTOR

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of February, 1997, before me, the undersigned, a
Notary Public in and for said state, personally appeared LARK CORBEIL, known and
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.

(SEAL)

Audrey Numbest
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires 12-20-99

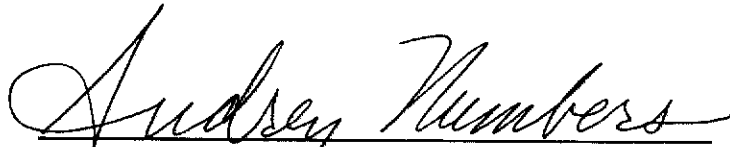
STATE OF IDAHO)

: ss.

County of Ada)

On this 3rd day of February, 1997, before me, the undersigned, a Notary Public in and for said state, personally appeared STEVE BENNER, known and 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.



Notary Public for Idaho

Residing at Boise, Idaho

Commission Expires 12-20-99

(SEAL)

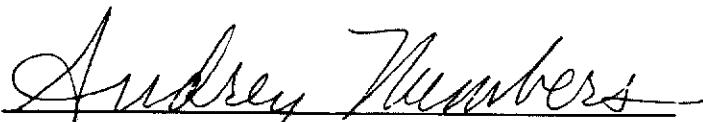
STATE OF IDAHO)

: ss.

County of Ada)

On this 3rd day of February, 1997, before me, the undersigned, a Notary Public in and for said state, personally appeared CARLA FROMM, known and 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 Boise, Idaho

Commission Expires 12-20-99

(SEAL)