

CERTIFICATE OF INCORPORATION  
OF

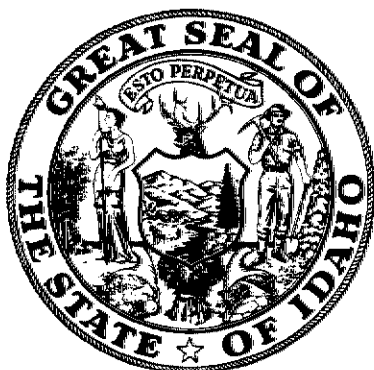
EAST BOISE BUSINESS ASSOCIATION, INC.

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 EAST BOISE BUSINESS ASSOCIATION, 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 June 10, 19 87.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
EAST BOISE BUSINESS ASSOCIATION, INC.

RECEIVED  
SEC. OF STATE

A Nonprofit Corporation '87 JUN 10 AM 9 00

The undersigned, for the purpose of adopting a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be East Boise Business Association, Inc. (hereinafter sometimes referred to as EBBA) and it's duration shall be perpetual.

ARTICLE II. NONPROFIT STATUS

This corporation shall be a nonprofit membership corporation. No part of the income or assets of the corporation is distributable to or for the benefit of it's members, directors or officers, except to the extent permissible under law.

ARTICLE III. REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be 960 Broadway, Suite 210, Boise, Idaho 83706 and Steven J. Pierce is hereby appointed the initial registered agent of EBBA.

ARTICLE IV. PURPOSES AND POWERS

The specific purposes for what this corporation is formed are:

1. To promote public awareness of East Boise businesses, entertainment facilities, recreational and cultural opportunities;

2. To promote safety and welfare of businesses and individuals within the East Boise area; and

3. To support and otherwise promote charitable causes and endeavors whose principle activities occur within the East Boise area.

The powers of the corporation are:

1. The exercise of powers and privileges consistent with the By-laws and Idaho law, as presently exists or as subsequently amended;

2. To fix and collect dues and assessments, to pay all expenses which the association might incur, including all licenses, taxes and/or governmental charges imposed relative to operation of the association;

3. Acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association; and

4. With the approval of 2/3 of it's members, borrow money and in conjunction therewith, pledge as security any of it's real or personal property.

#### ARTICLE V. MEMBERSHIP

Every person or entity engaged in business or employed by a person or organization within the East Boise business area

may be a member of EBBA. The defined business area shall be that portion of the City of Boise located South of Idaho Avenue/Warm Springs Avenue, East of Capital Blvd., and North of Federal Way.

#### ARTICLE VI. VOTING RIGHTS

Initially, EBBA shall have one class of voting rights and each member shall have one (1) vote.

#### ARTICLE VII. BOARD OF DIRECTORS

The affairs of this corporation shall initially be managed by a Board of five (5) Directors, who must be members of EBBA. Upon such time as the membership rolls of EBBA reach sixty (60), the affairs of the corporation shall then be managed by a Board of nine (9) Directors. The number of Directors may be otherwised changed by amendment of the By-laws of the association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

Steven J. Pierce  
960 Broadway, Ste. 210  
Boise, ID 83706

Gina McCracken  
2139 Broadway  
Boise, ID 83706

Dave Windom  
2069 Broadway  
Boise, ID 83706

Gene Thurston  
960 Broadway, Ste. 240  
Boise, ID 83706

Tom Kuppinger  
1206 Broadway  
Boise, ID 83706

#### ARTICLE VIII. DUES

Each member of the Association shall be liable for payment of dues as provided for in the By-laws or as may be later set by the Directors upon approval of the membership.

#### ARTICLE IX. BY-LAWS

The By-laws of the corporation may be altered, amended or expanded at any regular or special meeting of the EBBA called for that purpose by the affirmative vote of members representing two-thirds (2/3) of the members.

#### ARTICLE X. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by delegates representing not less than two-thirds (2/3) of the members. Upon dissolution of the EBBA, other than incident to a merger or consolidation, the assets of EBBA shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this EBBA was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

#### ARTICLE XI. AMENDMENT

Amendment of these articles shall require the assent of delegates representing not less than seventy-five (75%) percent of the members and no amendment which is inconsistent with the provisions of the general purposes for which this organization has been created shall be valid.

#### ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Idaho.

ARTICLE XIII. NONSTOCK BASIS

This corporation is organized on a nonstock-membership only basis. This corporation shall not issue shares of stock; but, rather shall issue membership certificates.

ARTICLE XIV. INCORPORATION

The incorporator of this corporation is identified hereinbelow:

Steven J. Pierce  
960 Broadway, Suite 210  
Boise, Idaho 83706

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5<sup>th</sup> day of June, 1987.

  
STEVEN J. PIERCE

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 1987, by Steven J. Pierce of East Boise Business Association, Inc. an Idaho nonprofit corporation, on behalf of the corporation.

  
Notary Public for Idaho  
My Commission Expires: 8/28/92