

ARTICLES OF INCORPORATION
OF
McCall Area Merchants Association, Incorporation

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is McCall Area Merchants Association, Incorporation

ARTICLE II
STATUS

The Corporation is a nonprofit 501(c) 6 Corporation.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of McCall, County of Valley, and in the State of Idaho. The address of the initial registered office is Darrell Cobb, 402 N. 3rd, McCall, Idaho, 83638

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. McCall Area Merchants Association brings together area businesses in a unified effort to promote and strengthen the health of the local economy by supporting local business and our tourism industry. It is our goal to improve local government policy towards the business community, promote the area as a diverse recreational destination, and enhance services for residents, second homeowners and tourists.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to

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exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V hereof. Notwithstanding any other 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 Section 501(c)(6) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Darrell Cobb	402 N 3 rd , McCall, ID 83638
Robert Lyons	903 Ann, McCall, ID 83638

Ronda Sandmeyer
Becky Johnstone

636 Woodlands Drive, McCall, ID 83638
1126 W Lake St, McCall, ID 83638

ARTICLE IX MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X DISTRIBUTION ON DISSOLUTION

Said organization is organized exclusively for educational, civic and business and residential rights, including, for such purposes, the making of distributions to organizations to organizations that qualify as exempt organizations under section 501 (c) 6 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation Upper Payette Regional Economic Development (UPRED) in such manner as the Board of Directors shall determine.

Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

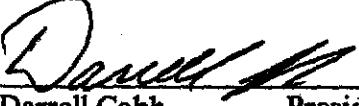
ARTICLE XI INCORPORATOR

The name of the incorporator is Darrell Cobb, and street address of the incorporator is 402 N 3rd, McCall, ID 83638.

ARTICLE XII BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 24th day of September, 2009.



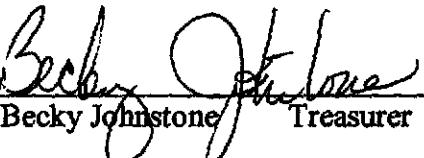
Darrell Cobb President - incorporator



Robert Lyons Vice President



Ronda Sandmeyer Secretary



Becky Johnstone Treasurer