

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

NORTH END NEIGHBORHOOD ASSOCIATION, INC.

(an Idaho non-profit corporation)

North End Neighborhood Association, Inc. (the “**Association**”), a non-profit corporation organized and existing under and by virtue of the provisions of the Idaho Nonprofit Corporation Act, as codified at Chapter 30, Title 30 of the Idaho Code (the “**Act**”),

DOES HEREBY CERTIFY:

1. That the name of the Association is North End Neighborhood Association, Inc., and that the Association’s current Restated Articles of Incorporation were filed with the Secretary of State of the State of Idaho on April 24, 2001 (the “**Articles of Incorporation**”).

2. That the board of directors of the Association duly approved amending and restating the Articles of Incorporation in the form set forth below (the “**Amended and Restated Articles of Incorporation**”) at a meeting of the board of directors of the Association held on [DATE] in accordance with the Articles of Incorporation, the bylaws of the Association, and Section 30-30-612 of the Act.

3. That the Amended and Restated Articles of Incorporation require the approval of the members of the Association and, accordingly, the Amended and Restated Articles of Incorporation were duly approved by the members of the Association at the annual meeting of the members of the Association held on [DATE] in accordance with the Articles of Incorporation, the bylaws of the Association, and Section 30-30-501 of the Act. There is only one class of members of the Association, with each member entitled to one vote. At the annual meeting, [#] members were present and entitled to vote and [#] members voted in favor of approving the Amended and Restated Articles of Incorporation, which vote was sufficient for approval of the Amended and Restated Articles of Incorporation by the Members.

4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Articles of Incorporation, have been duly adopted in accordance with Sections 30-30-703 and 30-30-706 of the Act.

RESOLVED, that the Articles of Incorporation be amended and restated in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTH END NEIGHBORHOOD ASSOCIATION, INC.**

Effective as of the date filed with the Idaho Secretary of State, the Amended and Restated Articles of Incorporation of North End Neighborhood Association, Inc. are as follows:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is North End Neighborhood Association, Inc. (the “**Association**”).

**ARTICLE 2
DURATION**

The Association’s duration is perpetual.

**ARTICLE 3
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address of the Association’s principal office is PO Box 1235, Boise, Idaho 83701-1235.

**ARTICLE 4
PURPOSES OF THE CORPORATION**

The Association is organized for the following purposes:

- (a) To preserve and enhance the character of the North End neighborhood’s livability, charm, historical roots, and warmth provided by the unique residential fabric, encompassed within the neighborhood’s geographic boundaries as defined in the Association’s bylaws, in the interest of furthering the welfare of its present and future residents by democratic processes;
- (b) To transparently and accurately document engagement efforts and membership sentiments to ensure appropriate representation and advocacy of the positions of the Association’s membership to city, county, and state agencies;
- (c) To encourage and facilitate frequent participation from the Association’s members and communication and joint efforts among the Association’s members in addressing matters of common concern;
- (d) To engage in action of cooperative self-help to protect and develop the North End neighborhood and to work together in achieving the objectives of this Association and other neighborhood associations in the best interests of the larger community; and
- (e) To serve as an advisory body to include the decisions of city, county, and state officials on matters of common concern to the Association’s members.

**ARTICLE 5
MEMBERS**

The Association has members. The criteria and procedures for admission to the membership of the Association and the rights and obligations of the members of the Association are set forth in the bylaws of the Association.

**ARTICLE 6
DIRECTORS**

The board of directors of the Association shall consist of at least three (3) and no more than thirteen (13) directors. The number of directors that constitute the board of directors may be fixed from time to time by the board of directors in accordance with the bylaws of the Association.

**ARTICLE 7
DISSOLUTION**

Upon dissolution of the Association for any cause, all assets and property, both real and personal, then owned or controlled by the Association shall revert to and become the property of an eleemosynary institution accorded tax exempt status under 501(c)(4) of the Internal Revenue Code of the United States to be designated by the board of directors of the Association; provided, however, that the just debts and liabilities of the Association shall first be paid. Upon dissolution, none of the assets or property of the Association shall devolve to the benefit of any officer, director, employee, or member of the Association.

**ARTICLE 8
LIMITATION OF LIABILITY**

A director or officer of the Association will not be personally liable to the Association or its members for money damages for any action taken as a director or officer, or any failure to take action as a director or officer, except for any liability for: (i) the amount of a financial benefit received by the director or officer to which the director or officer is not entitled; (ii) an intentional infliction of harm on the Association or its members; (iii) a violation of Section 30-30-618 or 30-30-623 of the Act, or (iv) an intentional violation of criminal law. If the Act is amended to permit greater elimination or limitation of personal liability of directors or officers, then the directors or officers of the Association will be entitled to such greater rights as permitted by the amendment to the Act.

**ARTICLE 9
INDEMNIFICATION**

The Association shall indemnify the directors and officers of the Association to the fullest extent permitted by the Act. If the Act is amended to permit greater indemnification of directors or officers, then the directors or officers of the Association will be entitled to such greater rights as permitted by the amendment to the Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the following duly authorized officer of the Association on [DATE].

By: _____
Amy Allgeyer, President