



CERTIFICATE OF INCORPORATION
OF

FRIENDLY NEIGHBOR CLUB, 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 _____

FRIENDLY NEIGHBOR CLUB, 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 November 9, 19 81.



SECRETARY OF STATE

Corporation Clerk

No. 9 8 44 ~~LETTER~~ OF CONSENT

STATE

November 4,
~~October 22~~, 1981

To Whom it May Concern:

This letter shall serve to inform you of the fact that FRIENDLY NEIGHBORS SENIOR CITIZENS, INC., a corporation duly organized under Idaho Law hereby grants to the FRIENDLY NEIGHBOR CLUB of Cedar Ridge, (c/o Kendrick) Idaho all necessary consent to utilize the name FRIENDLY NEIGHBOR CLUB, INC. in incorporating with the Idaho Secretary of State.

Dated this 4 day of November, 1981.

Alvin Hoffman
Mr. Al Hoffman
President, FRIENDLY NEIGHBORS
SENIOR CITIZEN, INC.

STATE OF IDAHO)
) ss.
County of Latah)

On this 4 day of ~~October~~ ^{November}, 1981, before me the undersigned, a Notary Public for Idaho, personally appeared AL HOFFMAN, known to me to be the President of FRIENDLY NEIGHBORS SENIOR CITIZENS, INC., the corporation that executed the above instrument and acknowledged to me that said corporation 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)

James E. Liske
Notary Public in and for the
State of Idaho, residing at
Moscow, Idaho.

ARTICLES OF INCORPORATION
OF
FRIENDLY NEIGHBOR CLUB, INC.

A Non-Profit Corporation

ARTICLE I. NAME. The name of the non-profit corporation is
Friendly Neighbor Club, Inc.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT. The principal
office of the Corporation in the State of Idaho, is Route 2,
Box 1107, Kendrick, Idaho 83537, in Latah County. The registered
agent at this address is Thelma Cuddy.

ARTICLE III. DURATION. The Corporation shall have perpetual
existence.

ARTICLE IV. PURPOSES. The purposes for which this Corporation
is organized are:

To conduct charitable, benevolent, patriotic, educational,
social, aesthetic and civic activities, build and maintain a
community center for the same and any other lawful purpose which
the Board of Directors deem to be in the best interest of the
Corporation as provided for in the Idaho Business Corporation Act.

ARTICLE V. POWERS. The Corporation may exercise any powers,
without limitation whatsoever, which a corporation may legally
exercise under the Idaho Business Corporation Act under which
this Corporation is formed. In addition, the Corporation shall
have the following specific powers:

(a) To elect or appoint officers and agents of the
Corporation and to define their duties;

(b) To act as an agent for any individual, association,
partnership, corporation or other legal entity except that in no
event can this Corporation operate an insurance company subject to
the insurance laws of this state;

(c) To receive, acquire, hold, exercise rights arising
out of the ownership or possession thereof, sell, or otherwise dis-
pose of, shares or other interests in, or obligations of, individual
associations, partnerships, corporations, or governments;

1 (d) To receive, acquire, hold, pledge, transfer, or
2 otherwise dispose of property of the Corporation;

3 (e) To make gifts or contributions for the public welfare
4 or for charitable, benevolent, patriotic, civic, aesthetic, social
5 scientific or educational purposes, and in time of war, to make
6 donations in aid of war activities.

7 ARTICLE VI. MEMBERS.

8 Section 1. This corporation shall have one class of
9 members, such membership to be evidenced by a membership card to
10 be issued by the Board of Directors.

11 Section 2. Each member shall be entitled to one vote as
12 regards matters requiring membership approval, regardless of that
13 member's corporate office.

14 Section 3. The members of this non-profit corporation
15 shall not be personally liable for the debts, liabilities or
16 obligations of the corporation.

17 Section 4. Meetings of members shall be held at such
18 place, either within or without this state as may be provided
19 in the By-laws.

20 Section 5. An annual meeting of the members shall be
21 held at such times as may be provided in the By-laws except that
22 where the By-laws provide for more than one (1) regular meeting
23 of members each year, an annual meeting shall not be required,
24 and directors may be elected at such meetings as the By-laws may
25 provide.

26 Section 6. Failure to hold annual meetings at the desig-
27 nated time shall not work a dissolution of the corporation.

28 Section 7. In the event the Board of Directors fails to
29 call the annual meeting at the designated time, any member may
30 make demand that such meeting be held within a reasonable time,
31 such demand to be made in writing by registered mail directed
32 to any officer of the corporation. If the annual meeting of

1 members is not then called within sixty (60) days following such
2 demand, any member may compel the holding of such annual meeting
3 by legal action directed against the board as provided for in
4 Idaho Code § 30-310.

5 Section 8. Special meetings of members may be called
6 by the president, the Board of Directors, by members having not
7 less than one-tenth (1/10) of the votes entitled to be cast at
8 such meeting, or such other officer or persons as may be provided
9 in the By-laws.

10 Section 9. A written or printed notice stating the place,
11 day and hour of the meeting and, in case of a special meeting the
12 purpose(s) for which the meeting is called shall be delivered by
13 person or by mail, by or at the direction of the president or the
14 secretary or the officers or persons calling the meeting, to each
15 member entitled to vote at such meeting. If mailed, such notice
16 shall be deemed to be delivered when deposited in the United
17 States mail addressed to the member at his address as it appears
18 on the records of the Corporation, with postage paid thereon.

19 Section 10. A quorum shall be constituted by one-half
20 ($\frac{1}{2}$) or more of the members of the Corporation, whether in person
21 or by proxy. A majority of votes thereof shall constitute an act
22 of the members.

23 Section 11. A proxy must be executed in writing by the
24 member and dated. No proxy will be valid after eleven (11)
25 months following its execution. Each proxy shall be revocable at
26 the pleasure of the member who executed it.

27 ARTICLE VII. MANAGEMENT. For the management of the business, and
28 for the conduct of the affairs of the Corporation, and for the
29 further definition, limitation, and regulation of the powers of
30 the Corporation and its directors and members, it is further
31 provided:
32

1 Section 1. Size of board. The number of directors shall
2 be specified in the By-laws of the Corporation, and such number
3 may from time to time be increased or decreased in such manner as
4 prescribed by the By-laws. In no event shall the number of
5 directors be less than two (2). Directors are required to be
6 members.

7 Section 2. Powers of board. In furtherance and not in
8 limitation of the powers conferred by the laws of the State of
9 Idaho, the Board of Directors is expressly authorized and empowere

10 (a) To make, alter, amend, and repeal the By-laws, subject
11 to the power of the members to alter or repeal the By-laws made
12 by the Board of Directors;

13 (b) Subject to the applicable provisions of the By-laws
14 then in effect, to determine, from time to time, whether and to
15 what extent, and at what times and places, and under what condi-
16 tions and regulations, the accounts and books of the Corporation,
17 or any of them, shall be open to member inspection. No members
18 shall have any right to inspect any of the accounts, books or
19 documents of the Corporation, except as permitted by law, unless
20 and until authorized to do so by resolution of the Board of
21 Directors or of the members of the Corporation;

22 (c) To authorize and issue, without member consent,
23 obligations of the Corporation, secured and unsecured, under such
24 terms and conditions as the board, in its sole discretion, may
25 determine, and to pledge or mortgage, as security therefor, any
26 real or personal property of the Corporation, including after-
27 acquired property;

28 (d) To designate, by resolution or resolutions passed by
29 a majority of the whole board, one or more committees, each
30 consisting of two or more directors, which, to the extent permitte
31 by law and authorized by the resolution or the By-laws, shall
32 have and may exercise the powers of the board.

1 (e) The Board of Directors is hereby authorized to fix
2 assessments in form of dues for membership in corporation. Then
3 may be assessed with such notices, times and terms as the Board
4 of Directors may prescribe from time to time. Such assessments
5 (dues) can be made enforceable by termination of membership
6 provided twenty (20) days written notice is given prior to such
7 action.

8 (f) In addition to the powers and authority hereinbefore,
9 or by statute, expressly conferred upon it, the Board of Directors
10 may exercise all such powers and do all such acts and things as
11 may be exercised or done by the Corporation, subject, nevertheless
12 to the provisions of the laws of the State of Idaho, of these
13 Articles of Incorporation, and of the By-laws of the Corporation.

14 Section 3. Interested directors. No contract or trans-
15 action between this Corporation and any of its directors, or
16 between this Corporation and any other corporation, firm, associa-
17 tion, or other legal entity shall be invalidated by reason of the
18 fact that the director of the Corporation has a direct or indirect
19 interest, pecuniary or otherwise, in such corporation, firm,
20 association, or legal entity, or because the interested director
21 was present at the meeting of the Board of Directors which acted
22 upon or in reference to such contract or transaction, or because
23 he participated in such action, provided that the interest of each
24 such director shall have been disclosed to or known by the board
25 and a disinterested majority of the board shall have nonetheless
26 ratified and approved such contract or transaction. Such inter-
27 ested director or directors may be counted in determining whether
28 a quorum is present for the meeting at which such ratification or
29 approval is given. If the vote of such interested director or
30 directors, is, or was, necessary for the approval of such contract
31 or transaction shall with disclosure of the director's or direct-
32 ors' interest, be submitted for the approval or ratification "of"
the members.

1 Section 4. Initial Board of Directors. Initially there
2 will be five (5) directors on the board, who will serve until the
3 first annual meeting of members or until their successors can be
4 elected and qualify. These directors are also the incorporators
5 hereof.

6 These are:

- 7 1. Thelma Cuddy
8 Rt. 2 Box 1107
 Kendrick, Idaho 83537
- 9 2. Bonnie Butler
10 Rt. 2 Box 1126
 Kendrick, Idaho 83537
- 11 3. Phyllis Dorman
12 Rt. 2 Box 1105
 Kendrick, Idaho 83537
- 13 4. Darlean Wilson
14 Rt. 2 Box 1126
 Kendrick, Idaho 83537
- 15 5. Eileen Souders
16 Rt. 2 Box 1101
 Kendrick, Idaho 83537

17 ARTICLE VIII. PLACE OF MEETING; CORPORATE BOOKS. Subject to the
18 laws of the State of Idaho, the members and the directors shall
19 have power to hold their meetings, and the directors shall have
20 power to have an office or offices and to maintain the books of
21 the Corporation outside the State of Idaho, at such place or places
22 as may from time to time be designated in the By-laws or by appro-
23 priate resolution.

24 ARTICLE IX. AMENDMENT OF ARTICLES. The provisions of these
25 Articles of Incorporation may be amended, altered or repealed from
26 time to time to the extent and in the manner prescribed by the
27 laws of the State of Idaho, and additional provisions authorized
28 by such laws as are then in force may be added. All rights herein
29 conferred on the directors, officers and members are granted
30 subject to this reservation.

1 DATED this 1 day of September, 1981.

2
3
4 Thelma Cuddy
Thelma Cuddy

5
6 Bonnie Butler
Bonnie Butler

7
8
9 Phyllis Dorman
Phyllis Dorman

10
11 Darlean Wilson
Darlean Wilson

12
13 Eileen Souders
Eileen Souders

14
15
16 STATE OF IDAHO)
17 County of Latah) ss.

18 On this 1 day of September, 1981, before
19 me the undersigned, a Notary Public for the State of Idaho,
20 personally appeared Thelma Cuddy, Bonnie Butler, Phyllis Dorman,
21 Darlean Wilson, and Eileen Souders, known to be to be the persons
22 whose names are subscribed to the within instrument, and acknowl-
23 edged to me that they executed the same.

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

27
28
29 (SEAL)

30 James E. Fisher
Notary Public for Idaho,
31 residing at Mooson