

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

#### THE NATIONAL OREGON TRAIL MUSEUM, A NONPROFIT CORPORATION

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 NATIONAL OREGON TRAIL MUSEUM, A NONPROFIT CORPORATION 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 16, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Walter J. Hunt*

ARTICLES OF INCORPORATION  
OF  
THE NATIONAL OREGON TRAIL MUSEUM,  
A NONPROFIT CORPORATION

Jun 16 8 02 AM '92

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporators of a non-profit corporation (hereinafter "the Corporation"), pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, *Idaho Code* (hereinafter "the Act"), adopt the following Articles of Incorporation for the Corporation.

I. NAME

The name of the Corporation shall be "The National Oregon Trail Museum, a Nonprofit Corporation."

II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

III. PERIOD OF DURATION

The duration of the corporation shall be perpetual.

IV. PURPOSES

The purposes for which the Corporation is formed are educational and charitable, and more particularly described as follows:

- A. To collect, preserve, display and provide interpretive services with particular emphasis on the Oregon Trail and adjunct historical activities.
- B. To provide for the charitable, educational and/or scientific distribution of information and related material to the public at large, as well as to those organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code.
- C. To enter into and carry out contracts of every kind which may be necessary and convenient for the business of the Corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

D. To buy, own, sell, hypothecate, and to have the power to do each and every thing necessary to deal in real property.

E. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property to effect any purpose of the Corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

F. To have the power to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and which is not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

G. To engage in any other lawful activities as be necessary or appropriate so long as such activities are consistent with the meaning and intent of Section 501(c)(3) of the Internal Revenue Code.

## V. LIMITATIONS

At all times, notwithstanding any provisions hereof or any change of the Corporation by name, merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law:

A. The Corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it from at any time qualifying as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (hereinafter referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. No part of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for the purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No part of the activities of the Corporation shall consist of engaging in propaganda or otherwise attempting to influence legislation as these prohibited activities are defined by law; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

E. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Idaho, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

F. No part of the assets or net earnings, current or accumulated, 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/or a reasonable allowance for authorized expenditures incurred on behalf of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV.

G. No loan shall be made by the Corporation to any members, directors, or officers of the Corporation or to any other private persons.

H. No solicitation of contributions to the Corporation shall be made and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitations which, in the opinion of the Corporation, may cause the Corporation to lose its federal income tax exemption.

## VI. DISTRIBUTION ON DISSOLUTION

In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or to organizations created and operated for non-profit purposes similar to those for the Corporation, in such a manner as the Board of Directors shall determine. Any property not so distributed upon the dissolution of the Corporation shall be distributed by the district

court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## **VII. BY-LAWS**

Provisions for the regulation of the internal affairs of the Corporation, except as provided in these Articles, shall be determined and fixed by the By-Laws as adopted by the Board of Directors. The By-Laws may be repealed or amended, or new By-Laws may be adopted, by the duly elected Directors of the Corporation.

## **VIII. MEMBERS**

The Corporation may have members as determined by the By-Laws of the Corporation, which members shall have such rights as are provided by the Idaho Nonprofit Corporation Act and are consistent with the management authority of the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual membership dues of the Corporation. The Board of Directors of the Corporation shall be authorized to fix the amount of membership dues for all classes of membership, to call dues payable at annual intervals, to provide for the collection of dues, and to otherwise direct and regulate all areas of membership dues. Membership may be evidenced by a certificate of membership rather than by stock. The voting rights and incidents of membership of all members shall be equal and no member may have or acquire a greater interest therein than any other member.

## **IX. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than twenty-five (25) individuals, each of whom, at all times shall be a member of the Corporation. The actual number of Directors shall be fixed by the By-Laws of the Corporation. Except for the initial Board of Directors whose names are in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the By-Laws.

The names and street addresses of the members of the incorporating Board of Directors are as follows:

<b>CRAIG D. EVANS</b>	040 Home Canyon Road Montpelier, ID 83254
<b>GARY GRIFFIN</b>	930 Boise Street Montpelier, ID 83254
<b>LEWIS POPE</b>	243 North 4th Street Montpelier, ID 83254

## **X. OFFICERS**

The Officers of the Corporation shall consist of a president, one or more vice-presidents as may be prescribed by the By-Laws, a secretary, and a treasurer, and such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors. All Officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in the By-Laws. The directors may combine any and all offices except that office of President and Secretary may not be combined.

## XI. INCORPORATORS

The names and addresses of the incorporators are as follows:

CRAIG D. EVANS

040 Home Canyon Road  
Montpelier, ID 83254

GARY GRIFFIN

930 Boise Street  
Montpelier, ID 83254

LEWIS POPE

243 North 4th Street  
Montpelier, ID 83254

## XII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation and the name of its initial registered agent at such address is:

Address:

856 Washington Street  
Montpelier, ID 83254

Agent:

Craig D. Evans

IN WITNESS WHEREOF, We have hereunto set our hands this 12 day of

June, 1992.

  
CRAIG D. EVANS

  
GARY GRIFFIN

  
LEWIS POPE

WITNESS:



ARTICLES OF INCORPORATION

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