

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

J. D. "CY" PRICE,  
I, ~~LESLIE MONROE~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**DEPARTMENT OF IDAHO VETERANS OF FOREIGN WARS  
OF THE UNITED STATES, INC.**

was filed in the office of the Secretary of State on the **fourth** day  
of **January** A. D. One Thousand Nine Hundred **Forty-seven** and  
is duly recorded on Film Roll No. **9** of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 29-103  
and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
perpetual existence from the date hereof, with its registered office in this State located at  
**Boise** in the County of **Ada**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coop-  
erative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed  
the Great Seal of the State. Done at Boise, the  
Capital of Idaho, this **fourth** day  
of **January**, in the year of our Lord  
one thousand nine hundred **forty-seven**,  
and of the Independence of the United States of  
America the One Hundred **Seventy-first**.

APPROVED

ARTICLES OF INCORPORATION

FOR THE COMMANDER IN CHIEF

of

DEPARTMENT OF IDAHO

*Paul Lawrence*  
12/31/46  
ADJUTANT GENERAL

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

THE STATE OF IDAHO\*

\*

COUNTY OF ADA\*

KNOW ALL MEN BY THESE PRESENTS:

That we, the subscribers hereto, all of whom are citizens of the State of Idaho and of the United States of America, hereby voluntarily associate ourselves, our associates and successors together as a corporation not for profit, under the provisions of Chapters 10 and 11, Title 29, and correlated provisions of the laws of the State of Idaho, under the following terms and conditions, to-wit:

ARTICLE I

The name of this corporation is and shall be:

"DEPARTMENT OF IDAHO  
VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC."

ARTICLE II

The general nature and purpose of this corporation, in addition to all the rights, powers and privileges authorized and conferred by the Civil Statutes of the State of Idaho, shall be:

- (1) Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members; to assist worthy comrades; to perpetuate the memory and history of our dead, and to assist their widows and orphans; to maintain true allegiance to the Government of the United States of America and fidelity to its Constitution and laws; to foster true patriotism; to maintain and extend the Institutions of American freedom; and to preserve and defend the United States from all her enemies, whomsoever.
- (2) To take by gift or devise and to purchase, sell, transfer, mortgage and lease or rent real and personal property, as shall be deemed necessary and incidental for carrying out the corporate powers for which this corporation is created.
- (3) To do all things necessary and essential to carry on the activities, rehabilitation, welfare and social work of the Department of Idaho.

ARTICLE III

The said Department of Idaho, Veterans of Foreign Wars of the

United States, Incorporated, shall at all times remain under the jurisdiction of and be governed according to the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, and in the event any provisions of these By-Laws conflict with the National Constitution and By-Laws of The Veterans of Foreign Wars of the United States, the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States will determine the purposes and objectives of said incorporation.

#### ARTICLE IV

The principal office and place of business of the corporation shall be in the City of Boise, Ada County, Idaho.

#### ARTICLE V

This corporation, not for profit, shall have perpetual existence, subject to the provisions of the laws of the State of Idaho, and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

#### ARTICLE VI

Section 1: The officers of this corporation (sometimes referred to as "Directors" and/or "Trustees"), their nomination, election or appointment, installation, power, and authority shall be in accordance with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 2: The number of Officers (Directors) of this corporation shall be the number as provided for a Department of the Veterans of Foreign Wars of the United States by the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 3: The names and addresses of the present persons who have been duly elected as principal officers (Directors) at the election held at the 1946 State of Idaho Department Encampment at Boise, Idaho on the 26th day of June, 1946, as is more particularly described in the certificate of the Adjutant (Secretary), a copy of which certificate is attached hereto and by reference incorporated herein, which officers are to so act for the corporation until the selection of their successors, are as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                             | <u>TITLE OF OFFICE IN DEP'T</u> |
|-------------------|--|---------------------------------|
| James L. Ingalls  | 612 Empire Avenue,<br>Coeur d'Alene, Idaho | Commander                       |
| George H. Burdick | Rt. #1, Hansen, Idaho                      | Sr. Vice-Commander              |
| Nathan Warwood    | 135 N. Normal, Burley,<br>Idaho            | Jr. Vice-Commander              |
| Richard K. Mooney | P. O. Box 1005, Boise,<br>Idaho            | Quartermaster-Adjutant          |
| Clay V. Spear     | Coeur d'Alene, Idaho                       | Judge Advocate                  |
| Roscoe Ward       | Eastman Bldg., Boise,<br>Idaho             | Surgeon                         |
| Rev. Cecil Brown  | Eagle, Idaho                               | Chaplain                        |

## ARTICLE VII

The acting and voting membership of this corporation shall at all times be confined to the active membership in good standing in the various Posts within the State of Idaho and which Posts are and shall be properly chartered and be affiliated with the Veterans of Foreign Wars of the United States with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

This corporation may adopt By-Laws appertaining to the foregoing paragraph and to the administration of its business, provided same at all times conform to and do not in anywise conflict with the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, as now in force and effect and which may hereafter be in force and effect.

## ARTICLE VIII

This corporation, not for profit, shall have no capital stock and its assets and income shall only be used in the furtherance of the purposes for which it is organized, and at no time nor under any circumstance shall disbursement be made in any manner as personal profit to the members thereof.

## ARTICLE IX

All assets of this corporation shall be and remain assets of the Department of Idaho, Veterans of Foreign Wars of the United States, Incorporated, and shall be used, spent and distributed in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States and the By-Laws of the Department of Idaho. In the event of a dissolution of this corporation, all of its assets shall be the property of the Department of Idaho, Veterans of Foreign Wars of the United States, and vest in the officers of such organization as Trustees of the Department of Idaho, Veterans of Foreign Wars of the United States, and for the benefit thereof, and if the Charter issued to the Department of Idaho, Veterans of Foreign Wars of the United States, is forfeited, then, and in that event, title to all of the assets shall be in the Veterans of Foreign Wars of the United States, to be disposed of in accordance with the National By-Laws, Rules and Regulations of said Veterans of Foreign Wars of the United States. At no time shall assets of this corporation or of the Department of Idaho, Veterans of Foreign Wars of the United States, be distributed to or divided among its individual Posts or members thereof.

## ARTICLE X

This corporation, not for profit, shall have the following general powers:

To sue and be sued in courts of law and equity; to receive, hold, own, use and dispose of such real estate, personal property, money, contract rights and privileges as shall be deemed necessary and incidental for its corporate purposes; to adopt, amend, apply and administer By-Laws and Regulations to carry out its purposes, not inconsistent with the laws of the United States or

of any State; and such other powers as are not inconsistent or in conflict with the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

The corporation shall not purchase, sell or mortgage any real estate without notice therefor to the members of the corporation at a regular or special meeting called for said purpose and by vote of approval of a majority of those members present at such regular or special meeting called for such purpose.

Should any conflict arise between the provisions of this Charter and the provisions of the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, said conflicting provisions in this Charter shall be deemed null and void and shall not be effective until approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

#### ARTICLE XI

The right to repeal, alter or amend this Charter at any time is hereby expressly reserved, but any alteration, modification or amendment made to said Charter shall be governed by the laws of the State of Idaho and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States and not in conflict therewith, and no amendment, modification or alteration shall be made which will in anywise conflict with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States, nor shall any change whatsoever be effective until the same has been approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

We, the undersigned, <sup>all being of legal age,</sup> do hereby subscribe to the above Charter and Articles of Incorporation not for profit:

| <u>NAME</u>              | <u>ADDRESS</u>                         | <u>TITLE OF OFFICE</u><br><u>IN DEPARTMENT</u> |
|--------------------------|--|--|
| <u>James L. Ingalls</u>  | <u>612 Empire Ave. C.A.</u>            | <u>Commander</u>                               |
| <u>George A. Burdick</u> | <u>R1 - Hansen Idaho</u>               | <u>Sr. Vice-Commander</u>                      |
| <u>Nathan Winwood</u>    | <u>135 N. Normal, Boise,</u>           | <u>Jr. Vice-Commander</u>                      |
| <u>Richard K. Mooney</u> | <u>P.O. Box 1005,<br/>Boise, Idaho</u> | <u>Quartermaster-Adjutant</u>                  |
| <u>Clay V. Spear</u>     | <u>Coeur d'Alene, Idaho</u>            | <u>Judge Advocate</u>                          |
| <u>Gene Ward</u>         | <u>Boise - Idaho</u>                   | <u>Surgeon</u>                                 |
| <u>Rev. Cecil Brown</u>  | <u>Cagle, Idaho</u>                    | <u>Chaplain</u>                                |

STATE OF IDAHO )  
 ) ss.  
COUNTY OF KOOTENAI )

On this 4<sup>th</sup> day of November, 1946, before me, the undersigned duly commissioned and sworn Notary Public, personally appeared JAMES L. INGALLS and CLAY V. SPEAR, known to me to be two of the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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

Irving Rath  
Notary public for Idaho, in and  
for the County of Kootenai. My  
commission expires: Feb 18, 1948

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

On this 30<sup>th</sup> day of November, 1946, before me, the undersigned duly commissioned and sworn Notary Public, personally appeared RICHARD K. MOONEY, ROSCOE WARD and REV. CECIL BROWN, known to me to be three of the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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

Virginia L. Mooney  
Notary public for Idaho, in and  
for the County of Ada. My commis-  
sion expires: 26 August 1950

STATE OF IDAHO )  
 ) ss.  
COUNTY OF Ada )

On this 27<sup>th</sup> day of November, 1946, before me, the undersigned duly commissioned and sworn Notary Public, personally appeared GEORGE H. BURDICK, known to me to be one of the persons whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that he executed the same.

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

Virginia L. Mooney  
Notary public for Idaho, in and  
for the County of Ada. My commis-  
sion expires: 26 August 1950

STATE OF IDAHO

COUNTY OF Ada

)  
) ss.  
)

On this 27<sup>th</sup> day of November, 1946, before me, the undersigned duly commissioned and sworn Notary Public, personally appeared NATHAN WARWOOD, known to me to be one of the persons whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that he executed the same.

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

Virginia L. Mooney  
Notary public for Idaho, in and  
for the County of Ada.  
Commission expires: 26 August 1950

CERTIFICATE

I, RICHARD K. MOONEY, regularly acting Adjutant (Secretary) at and for the 1946 meeting of the Department of Idaho, Veterans of Foreign Wars of the United States, Inc., do hereby certify that the officers (Directors) of the Department of Idaho, Veterans of Foreign Wars of the United States, Inc., as set out in Section 3, Article VI of the Articles of Incorporation of said corporation, to which this certificate, or a true copy thereof, is attached, were duly elected at an election held for that purpose at Boise, Idaho on the 26th day of June, 1946; that a majority of members of the corporation who were present at said meeting voted at said election; that the above mentioned officers, and each of them, were chosen by a unanimous vote of the duly qualified members present; and that notice of the time and place of said meeting and the holding of said election was duly published and posted in accordance with the provisions of Section 29-1102 and correlated provisions of the laws of the State of Idaho.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at the time and place mentioned in the acknowledgment hereto.

Richard K. Mooney (L.S.)  
Adjutant (Secretary)

STATE OF IDAHO     )  
                          ) ss.  
COUNTY OF ADA    )

On this 30th day of November, 1946, before the undersigned notary public personally appeared RICHARD K. MOONEY, known to me to be the person named in the foregoing instrument and acknowledged to me that he executed the same.

Virginia L. Mooney  
Notary public for Idaho, residing  
at Boise, Commission Expires