

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

THE IDAHO ASSOCIATION OF COUNTY COMMISSIONERS AND CLERKS, INC.

was filed in the office of the Secretary of State on the 24th day of October A.D., One Thousand Nine Hundred SEventy-three and will be /duly recorded on Film No. microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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, Idaho in the County of Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 24th day of October, A.D., 19 73 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

THE IDAHO ASSOCIATION OF COMMISSIONERS AND CLERKS

KNOW ALL MEN BY THESE PRESENTS, That we, whose names are subscribed hereto, all of whom are bona fide residents and citizens of the State of Idaho, do hereby organize, constitute and associate ourselves and such other person or persons as may hereafter become associated with us into a non-profit corporation under and pursuant to Chapter 1, Title 30, Idaho Code and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, and we hereby set forth, certify and declare:

I.

NAME OF CORPORATION

The name of this non-profit corporation is and shall be,
The Idaho Association of County Commissioners and Clerks, Inc.

II.

OBJECTS AND PURPOSES

The objects and purposes for which this non-profit corporation is formed are:

(a) To maintain a permanent organization to secure cooperation among the several counties of the State of Idaho in a comprehensive study of local problems and in the application of efficient methods of local government.

(b) To provide means whereby the officials of the several counties of this state may interchange ideas and experiences and obtain expert advice.

(c) To collect, compile and distribute to County officials information about government and the administration of County affairs and to engage in the study of standardization of administrative practices in order to increase efficiency and reduce costs of operation.

(d) To cooperate with the members of the Idaho Congressional Delegation in the protection of the interests of Idaho Counties in matters of National legislation and in the administration of national legislative acts.

(e) To formulate and promote such state legislation as will be beneficial to the counties of this state and the citizens thereof, and to oppose legislation detrimental thereto.

(f) To secure harmony of action among counties of this state in matters that affect the rights and liabilities of counties.

(g) To institute litigation in the name of a member county for the purpose of securing a determination relative to the rights and liabilities of the Counties of this State; also to be a friend of the Court in any Court proceeding wherein the rights and liabilities of member Counties are affected; further, to appoint or employ counsel for the purposes herein mentioned.

(h) To strive to secure the enactment of legislation beneficial to the Counties of Idaho, and to endeavor to prevent the passage of such measures as may be inimical to their interests.

(i) To maintain an official headquarters and information bureau for the collection and dissemination of material relating to county affairs.

(j) To buy, lease, contract for or acquire in any lawful manner, to process, sell or otherwise dispose of property both real, personal or mixed, wherever situate, to take, hold, and convey title to and improve real property by building, repairing or otherwise, to take, receive, acquire, hold, transfer and dispose of monies, donations, contributions, endowments, bequests, devises, securities, and all other species of property; to exercise any and all of the powers of the holders of such securities, including the right to vote with respect thereto, with power to designate some party for that purpose from time to time to the

same extent that natural persons might or could do; and generally do all acts and things designed to protect, improve, preserve or enhance the value of any of the assets of this association.

(k) To pledge, mortgage, encumber or lease any or all of its property to secure its debts and obligations; to borrow and loan money upon any form of security and to give and take mortgages, deeds of trust, assignments and pledges of every kind and character.

(l) To have and to exercise all powers and to do and perform all acts and things which shall or may be necessary, proper or desirable; to conduct any and all of the business and carry out the objects and purposes for which this non-profit co-operative association is formed or which may be incident thereto.

(m) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this non-profit corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(n) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

III.

PLACE OF BUSINESS

The principal place of business and business office of this non-profit corporation shall be maintained in the city of Boise, County of Ada, Idaho.

IV.

DURATION

This non-profit corporation shall have perpetual existence.

V.

CAPITAL STOCK

This non-profit corporation shall have no capital stock, but the members shall be issued appropriate membership certificates upon compliance with the membership requirements.

VI.

MEMBERSHIP

The membership requirements and qualifications in this association shall be set forth in the By-Laws. The members of this non-profit corporation shall not be personally nor individually liable for the debts or obligations of this association and their respective rights and interests shall be equal and each member in good standing shall be entitled to receipt of a membership certificate and be entitled to one (1) vote. No membership certificate may be transferred so that the transferee may become a member of this association, except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe.

VII.

CORPORATE POWERS

The corporate powers of this association shall be vested in a Board of Directors in such number as may be set forth in the By-Laws which shall consist of not less than five (5) nor more than nine (9) directors.

VIII.

OFFICERS

The officers of this association shall be as set forth in the By-Laws.

IX.

BY-LAWS


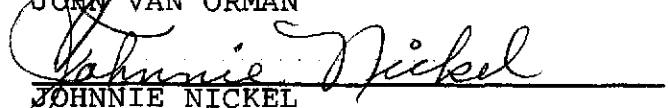

The Board of Directors of this association shall adopt appropriate By-Laws designed to further and enhance the objects and purposes for which this association is organized, and the Board of Directors shall have the power to make, alter or amend or repeal such By-Laws as the Board may determine proper for the efficient management of the affairs of this association. The By-Laws may also be altered, amended or new By-Laws adopted at any regular meeting or at any special meeting of the members thereof, called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum as specified in the By-Laws of the association or the laws of the State of Idaho be present.

X.

AMENDMENTS OF ARTICLES

These Articles may be amended by a two-thirds vote of the membership of the ASSOCIATION OF COUNTY COMMISSIONERS AND CLERKS, which may be conducted at any annual meeting or special meeting called for that purpose, or by written ballot.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation the 17th day of October, 1973.


JOHN VAN ORMAN

JOHNNIE NICKEL

COLEN SWEETEN

STATE OF IDAHO)
County of Twin Falls) ss.

On this 17th day of October, 1973, before me, the undersigned, a Notary Public in and for said state and county, personally appeared JOHN VAN ORMAN known by me to be the persons whose name is subscribed to the within instrument, 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 this certificate first above written.

M. Kent Taylor
Notary Public in and for the
State of Idaho, residing at
Twin Falls, Idaho

STATE OF IDAHO)
County of Ada) ss.

On this 17th day of October, 1973, before me, the undersigned, a Notary Public in and for said state and county, personally appeared JOHNNIE NICKEL known by me to be the person whose name is subscribed to the within instrument, 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 this certificate first above written.

Dean G. Hunterman
Notary Public in and for the
State of Idaho
Residing at: Boise, Idaho

STATE OF IDAHO)
County of Twin Falls) ss.

On this 17th day of October, 1973, before me, the undersigned, a Notary Public in and for said state and county, personally appeared COLIN SWEETEN, known by me to be the person whose name is subscribed to the within instrument, 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 this certificate first above written.

M. Kent Taylor
Notary Public for the State of Idaho
Residing at: Twin Falls, Idaho