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SECRETARY OF STATE  
STATE OF IDAHO

**Amended and Restated Articles of Incorporation**

OF

**Camas County Senior Citizens, Incorporated**

**KNOW ALL PERSONS TO WHOM THESE PRESENTS COME:**

THAT WE, the undersigned, being citizens of the United States of America and of lawful age, for the purpose of amending and restating the Articles of Incorporation pursuant to the Idaho Nonprofit Corporation Act, Section 101, Chapter 30, Title 30, *et seq.* Idaho Code ("Act"), and for the purposes expressed herein, so hereby adopt the following AMENDED AND RESTATED ARTICLES OF INCORPORATION:

**ARTICLE I**

**NAME**

The name of this Corporation shall be Camas County Senior Citizens, Incorporated.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual duration.

**ARTICLE III**

**PLACE OF BUSINESS**

The locations and address of the Corporation's registered office in the State of Idaho is 129 West Willow Avenue, PO Box 217, Fairfield, Idaho 83327, Camas County, Idaho and may be changed from time to time by the Board of Directors. The name of the registered agent is J. Will Varin, Attorney at Law, 242 N. 8th Street, Suite 220, Boise, Idaho 83702.

**ARTICLE IV**

**PURPOSES AND POWERS**

This Corporation is organized for purpose of promoting, encouraging and advancing the social, nutritional, educational and economic welfare of all senior citizens in the geographic area of Idaho described in the By-Laws of the Corporation. In furtherance of this broad purpose, the Corporation is empowered to:

1. Collect, prepare and circulate information on all aspects of aging programs and activities.
2. Provide guidance, leadership, consultation, and assistance to existing agencies and to communities seeking to establish new senior citizens centers.
3. Provide opportunities for the exchange of ideas and information through conferences, seminars and other means of communication.
4. Establish a referral service for interested persons to other agencies.
5. Assist in improving and increasing services to older persons by working closely with organizations and governmental agencies at all levels.
6. Improve service through the encouragement and initiation of research projects.
7. Recommend education and training for persons interested and involved in programs for the aging.
8. Establish an exchange of reasonable personnel standards and practices.
9. Serve as an advocate for older Americans to governmental departments, volunteer agencies and service organizations.
10. Initiate, promote and support institutional changes to benefit aging person.
11. Promote outreach for the community.

The Corporation is empowered to exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, contact and mobilize to the fullest extent possible all available resources, federal, state and private; to take and hold, directly or indirectly, by request, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real or personal without limitations as to amount or value; to borrow money draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, notes and other evidence of debt and for the purpose of securing indebtedness or contracts, assign deliver, convey, mortgage, or pledge any property, real or personal without limitation as to amount or value for any of its purposes; to buy, sell, trade and deal in stocks, bonds, securities of every nature, on margin or otherwise, and in connection therewith to borrow money and to pledge any and all stocks, bonds, securities, commodities, and contracts for the future delivery thereof.

This Corporation is organized exclusively for charitable purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) No substantial part of the activities of this Corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on

any other activities not permitted to be carried on by Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

## ARTICLE V

### EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or others private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article IV.

## ARTICLE VI

### MEMBERSHIP

This Corporation is formed without any purposes of pecuniary profit to itself or its members and shall have no capital stock. Members shall be association and not by membership card. The voting rights and incidents of membership of all members shall be equal.

Any person fifty-five (55) years of age, or their spouses residing within the boundaries outlined in the By-Laws, may become a member of the Corporation if he or she demonstrates an interest in the purposes of the Corporation. There shall be no discrimination based on race, creed, sex, national origin, or physical disabilities.

## ARTICLE VII

### DIRECTORS

The affairs of this Corporation shall be conducted by Board of Directors, who shall be members of the corporation. The Board shall consist of no less than the number required by the laws of the State of Idaho, and under no circumstances, less than five (5). The numbers, qualifications, and election of Board of Directors shall be set forth in the By-Laws. The Board of Directors shall conduct all the business of this Corporation.

## **ARTICLE VIII**

### **OFFICERS**

The officers of the Corporation shall be selected from the members or the Board of Directors, there specific duties and method of selection shall be provided in the By-Laws.

## **ARTICLE IX**

### **ANNUAL MEETING**

The annual meeting of the members shall be held in Fairfield, Idaho during the month of January (weather permitting) each year, for the purpose of electing directors and the transaction of such other business as may come before the meeting. The place of the meeting shall be the registered office of the Corporation or such other place as may be established in the By-Laws. The notice of the annual meeting shall be in accordance with the By-Laws.

## **ARTICLE X**

### **QUORUM**

A quorum for the meetings of members of this Corporation shall be twelve (12) members and three (3) Directors of the current membership.

## **ARTICLE XI**

### **LIABILITY**

The private property of the members of this Corporation shall not be subject to the payment of the corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the Corporation.

## **ARTICLE XII**

### **AMENDMENTS**

These Articles of Incorporation and the By-Laws of the Corporation may be repealed, altered, and amended or new Articles of Incorporation or new By-Laws may be adopted by the members, at any regular or special meeting of the members, by a majority vote of the membership of this Corporation providing a quorum is present.

## ARTICLE XIII

### DISSOLUTION

Upon dissolution of the Corporation, the Board of Director shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the membership shall so determine.

IN TESTIMONY WHEREOF the following persons acknowledge that they are citizens of the United States, of lawful age, have received lawful approval from the membership of the Corporation and have joined together to amend and restate the Articles of Incorporation of Camas County Senior Citizen and Community Center Incorporated.

The current Board of Directors are as follows:

Annabelle Thompson  
102 E 100 N  
Fairfield, Idaho 83327

Sue Robbins  
140 Horseshoe Loop E  
PO Box 13  
Fairfield, Idaho 83327

Mary Pat Fields  
675 400 W  
Fairfield, Idaho 83327

Jerry Nelson  
603 N Solder Creek Rd  
Fairfield, Idaho 83327

Cheryl Hemke  
PO Box 345  
Fairfield, Idaho 83327

Dated: January 17 2018

CAMAS COUNTY SENIOR CITIZENS,  
INCORPORATED

By: Annabelle L. Thompson  
Chairman

ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION  
OF THE CAMAS COUNTY SENIOR  
CITIZENS, INCORPORATED

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Camas County Senior Citizens Incorporated, an Idaho non-profit corporation (the "Corporation"), and all amendments thereto, pursuant to Title 30, Chapter 30 of the Idaho Code, does hereby certify that:

1. Name. The name of the corporation is Camas County Senior Citizens, Incorporated.
2. Amendment and Restatement. The text of the Amended and Restated Articles of Incorporation is attached.
3. Approval by Board of Directors. The amendments were duly approved and adopted by way of a unanimous vote of the board of directors held at a duly noticed board meeting on January 17, 2018.
4. Approval by Members. The amendments were duly approved and adopted by way of a vote of the membership, which membership totals 82 members, with 23 number of votes entitled to be cast, and 23 voting in favor of the amendments at a duly noticed meeting on January 27, 2018.

Dated: Jan 17, 2018

CAMAS COUNTY SENIOR CITIZENS,  
INCORPORATED

By: Anneke Thompson  
Chairman