



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

OPTIMIST CLUB OF EMMETT, IDAHO, 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 _____

OPTIMIST CLUB OF EMMETT, IDAHO, 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 June 21, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

Original

JUN 21 1 58 PM '89
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
OPTIMIST CLUB OF EMMETT, IDAHO, INC.

The undersigned does hereby proclaim himself as incorporator thereof for the purpose of forming a non-profit corporation under the laws of the State of Idaho, according to and in compliance with the provisions of Idaho Code Section 30-301 et seq., and we do hereby adopt Articles of Incorporation as follows:

ARTICLE I. NAME. The name of the corporation shall be OPTIMIST CLUB OF EMMETT, IDAHO, INC., herein after called the Corporation.

ARTICLE II. DURATION. The duration of this corporation shall be perpetual.

ARTICLE III. PURPOSE.

1. The purpose for which the Corporation is organized is to function as an Optimist Club affiliated with Optimist International; to conduct a civic and social welfare organization for the common benefit of the members and the community; to develop Optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect for law; to promote patriotism and work for international accord and friendship among all peoples; and to aid and encourage the development of youth.

2. The corporation shall not engage in any business of any kind ordinarily carried on for profit, and nothing in these Articles of Incorporation or in the By-laws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter into any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the non-profit purposes and objectives of the Corporation set forth herein, and no part thereof during membership or upon termination of members shall inure to the benefit of any private member or individual and the Corporation shall make no distributions of income to its members, directors or officers. The Corporation shall be a non-profit, non-political and non-sectarian organization.

3. Upon termination or dissolution of the Corporation, the distribution of any surplus of property and assets remaining after all of the debts and obligations of the Corporation have been paid and satisfied shall be governed under the appropriate provisions granted to and vested in non-profit corporations organized and existing under the laws of the State of Idaho and any amendments or supplements thereto.

ARTICLE IV. POWERS. The powers of the Corporation shall include and be governed by the following provisions, to wit:

1. The corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and which are not inconsistent with the provisions of Chapter 3, Title 30, Idaho Code.

2. The Corporation shall have all the powers and duties reasonably necessary to operate the affairs of the members in their common goals and purposes as set forth herein, including but not limited to the following:

- a. To make and collect assessments against members to defray costs, expenses and losses of the Corporation.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace, and operate the Corporation properly.
- d. To purchase insurance upon the Corporation property and insurance for the protection of the Corporation and its members.
- e. To reconstruct the improvements after casualty and to further improve the property of the Corporation.

3. All funds and property of the Corporation and the proceeds thereof shall be held in trust for the members of the Corporation.

4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the By-Laws of the Corporation.

ARTICLE V. MEMBERSHIP

1. The members of the Corporation shall consist of any person of lawful age who desires to be a member as further defined in the By-Laws. Each member shall be entitled to one membership evidenced by a certificate of membership. The holder of a certificate of membership shall be entitled to one vote for each certificate of membership and shall share in the property of the Corporation equally based on that one certificate of membership with the other holders of certificates of membership.

ARTICLE VI. DIRECTORS.

1. The affairs of the Corporation will be managed by a Board consisting of the number of Directors; as shall be determined by the By-Laws, but not less than three Directors, and in the absence of such determination shall consist of three Directors.

2. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

3. The names and addresses of the members of the first Board of Directors who shall hold office until the successors are elected and have qualified, or until removed, are as follows:

Connie Goins sec.tres.	1372 Blane,	Emmett, Idaho	83617
Dr. Jim Zarybnisky	527 Edgemont Rd.	Emmett, Idaho	83617
Sherry Berglund	218 Erickson Av.	Emmett, Idaho	83617
Mike Fisher	315 N. Washington	Emmett, Idaho	83617
Kim Hartnett	1045 Lilac Lane	Emmett, Idaho	83617
Marrienne Fry	2771 Cherry Lane	Emmett, Idaho	83617
Bob Kaskel	Pickett Lane	Emmett, Idaho	83617
Lynn Gurney U.P.	3495 Beacon Av.	Emmett, Idaho	83617
Pat Daniels U.P./Pres.elect.	816 S. Boise	Emmett, Idaho	83617
Dwaine Horning Past Pres.	2771 Tanglewood	Emmett, Idaho	83617
Larry E. Cromwell Pres.	304 E. 1st. ST.	Emmett, Idaho	83617

ARTICLE VII. OFFICERS. The affairs of the Corporation shall be administered by the officers elected by the membership at its annual meeting of the members of the Corporation, which officers shall serve at the pleasure of the Board of Directors.

The officers of this club shall be a President and Two (2) Vice Presidents elected annually, and a Secretary-Treasure, appointed annually by the President, subject to the approval of the Board of Directors. All officers shall hold for one year or until their successors are duly elected or appointed as provided in the by-laws. In the event that any office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated are identified in Article VI.

ARTICLE VIII. INDEMNIFICATION.

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of wilful misfeasance or wilful malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests

of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX. BY-LAWS. The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X. AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Corporation
3. Approval of an amendment must be by not less than two-thirds of the entire membership of the Board of Directors and by not less than two-thirds of the votes of the entire membership of the Corporation, or by not less than three-fourths of the votes of the Corporation.
4. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3 of Article III, without approval in writing by all members.
5. A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XI. SUBSCRIBERS. The names and address of the subscribers shall be all those members of the Optimist Club Of Emmett, Idaho in good

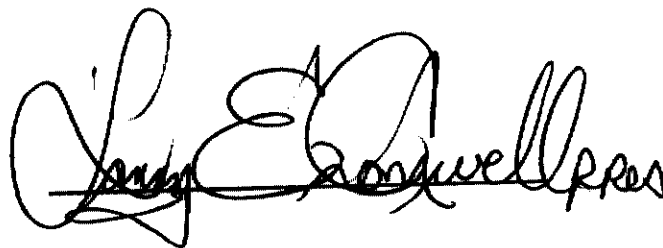
standing as of the date of incorporation of this Corporation. Representing them herein is the Corporation President, Larry E. Cromwell of 304 E. 1st St. Emmett, Idaho. 83617. (work phone 365-6041; home phone 365-5978).

ARTICLE XII. REGISTERED AGENT. The initial registered agent is:

Larry E. Cromwell
304 East First Street
Emmett, Idaho 83617

ARTICLE XIII. REGISTERED OFFICE. The initial registered office is:

Optimist Club Of Emmett Idaho, Inc.
C/O Larry E. Cromwell
304 East First Street
Emmett, Idaho 83617

A handwritten signature in black ink, appearing to read "Larry E. Cromwell", followed by the letters "pres" in a smaller, less distinct script.

Larry E. Cromwell, President

INCORPORATOR