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State of Idaho

Department of State

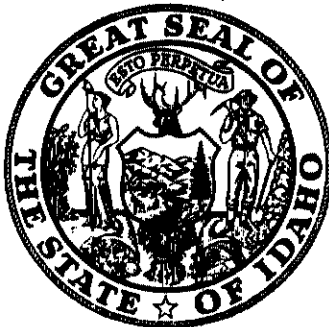
CERTIFICATE OF INCORPORATION OF

COUNCIL MOUNTAIN POST NO. 576 VETERANS OF
FOREIGN WARS OF THE UNITED STATES, 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 COUNCIL MOUNTAIN POST NO. 576 VETERANS OF FOREIGN WARS OF THE UNITED STATES, 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: December 12, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Coulson*

ARTICLES OF INCORPORATION

OF

Council Mountain
(Post name)

POST NO. 576 **DEC 12 12 29 PM '91**

SECRETARY OF STATE

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

In accordance with the provisions of Idaho Code 30-323, relating to corporations not for profit, the undersigned persons do hereby constitute themselves into a non-profit corporation and adopt the following Articles of Incorporation in accordance with said Statutes.

ARTICLE I—NAME:

The name of this corporation shall be Council Mountain POST NO. 576 VETERANS OF
(Post name)

FOREIGN WARS OF THE UNITED STATES, INC.

ARTICLE II—PURPOSES:

The general nature and purposes of this corporation shall be:

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.

This incorporated subordinate unit of the VETERANS OF FOREIGN WARS OF THE UNITED STATES, shall at all times remain under the jurisdiction of, and be governed according to the Constitution, By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States. In the event that any provision of these Articles of Incorporation conflicts with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be deemed null and void, and the National Charter and By-Laws shall, at all times, govern.

ARTICLE III—MEMBERSHIP:

The active and voting membership of this corporation shall at all times consist of and be confined to the active membership in good standing in Council Mountain POST NO. 576 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.

ARTICLE IV—INCORPORATORS:

The names and residences of the incorporators of this Corporation are as follows:

Post Commander: Bobby V. Wininger, P.O. Box 149, Council, ID 83612
(Name) (Address)

Post Sr. Vice Commander: Marvin Gipe, P.O. Box 257, Council, ID 83612
(Name) (Address)

Post Quartermaster: Chester L. Madsen, HC 62, Box 1525, Council, ID 83612
(Name) (Address)

ARTICLE V—MANAGEMENT & ELECTIONS:

The Board of Directors shall manage the affairs of this Corporation and shall consist of the Post Commander, the Post Sr. Vice Commander, and the Post Quartermaster, and they shall be elected at a regular meeting of the Post to be held during the month of April each and every year in accordance with the By-Laws of the Veterans of Foreign Wars of the United States. Actions of the Board of Directors as set forth herein shall be at all times subject to the approval of the Post.

ARTICLE VI—OFFICERS:

The names and addresses of the Officers of the Post who are to serve as Officers of the Corporation until their successors are duly elected and installed, are as follows:

Post Commander: Bobby V. Wininger, Same as above
(Name) (Address)
who shall serve as President.

Post Sr. Vice Commander: Marvin Gipe, Same as above
(Name) (Address)
who shall serve as Vice-President.

Post Adjutant: Chester L. Madsen, Same as above
(Name) (Address)
who shall serve as Secretary.

Post Quartermaster: Chester L. Madsen, Same as above
(Name) (Address)
who shall serve as Treasurer.

All of the above shall be elected at a regular meeting of the Post to be held during the month of April of each and every year, except the Post Adjutant who shall be appointed by the Post Commander on the night of installation or as soon thereafter as possible.

ARTICLE VII—INITIAL BOARD OF DIRECTORS:

This Corporation shall have not less than three (3) Directors and the initial Board of Directors shall be as follows:

Post Commander:	<u>Bobby V. Wininger, Same as above</u>	Director
	(Name) (Address)	
Post Sr. Vice Commander:	<u>Marvin Gipe, Same as above</u>	Director
	(Name) (Address)	
Post Quartermaster:	<u>Chester L. Madsen, Same as above</u>	Director
	(Name) (Address)	

The above Directors shall serve until the next election of Post Officers during the month of April of each and every year and who, by virtue of their office, shall serve as Directors of the Corporation.

ARTICLE VIII—BY-LAWS:

By-Laws for this Corporation may be made, altered, or rescinded after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said By-Laws shall not conflict with the National Charter, Constitution, By-Laws and Manual of Procedure of the VFW of the U.S., nor shall they conflict with the By-Laws of the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and approved by the Commander-in-Chief before becoming effective.

ARTICLE IX—AMENDMENTS TO ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be made after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State, and in accordance with the National Charter, Constitution, By-Laws, and Manual of Procedure of the VFW of the U.S. and further they shall be in accordance with the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE X—MISCELLANEOUS:

In the event of a dissolution of this corporation all of the assets shall be the property of Council
Mountain POST NO. 576 VETERANS OF FOREIGN WARS OF THE UNITED STATES and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit then, and in that event, title to all of the assets of this corporation shall

pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

ARTICLE XI—ADDRESS AND REGISTERED OFFICE AND AGENT:


The address of its Initial Registered Office is HC 62, Box 1225, Council, ID 83612
and in the name of its Initial Registered Agent is Chester L. Madsen

IN WITNESS WHEREOF we have hereunto set our hands and seals this 15th
Day of October, 1991 {All incorporators (Article IV), must sign and their signatures acknowledged).

Bobby V. Wininger L.S.
Marvin Gipe L.S.
Chester Madsen L.S.

State of Idaho)
) ss
County of Ada)

"I, J. Paul Montgomery, a notary public, do certify that on this 15th day of October 1991, personally appeared before me Bobby V. Wininger, Marvin Gipe, and Chester L. Madsen, and, being duly sworn, declare that they are the Post Commander, Post Senior Vice Commander, and Post Quartermaster/Adjutant of Council Mountain Post 576, Veterans of Foreign Wars of the United States, that they signed the foregoing document as officers of the corporation, and that the statments therein contained are true."


J. Paul Montgomery, Notary Public

My commission expires on June 1, 1992