

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

VETERANS PARK NEIGHBORHOOD ASSOCIATION, INC.

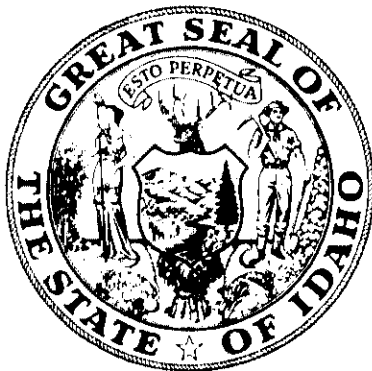
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

VETERANS PARK NEIGHBORHOOD ASSOCIATION, 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 February 22, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

M. Richards

Corporation Clerk

FEB 22 11 27 AM '91
SECRETARY OF STATE

FEB 19 1 43 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

VETERANS PARK NEIGHBORHOOD ASSOCIATION, INC.

Pursuant to the provisions of the Idaho Non-profit Corporation Act, the undersigned, acting as the incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such non-profit corporation:

ARTICLE I

NAME AND AREA

The name of this non-profit corporation is the VETERANS PARK NEIGHBORHOOD ASSOCIATION, INC. The boundaries of the Veterans Park Neighborhood Association can be described as Census Tract No. 4 according to Ada County Census data and is more generally described by commencing at the intersection of West Idaho Street and North 19th Street; thence northeasterly along the centerline of North 19th Street to the intersection of West State Street; thence northwesterly along the centerline of West State Street to the intersection of North 36th Street; thence northerly along the centerline of North 36th Street to the intersection of Taft Street; thence westerly along the centerline of Taft Street to the intersection of Sycamore Drive; thence southwesterly along the centerline of Sycamore Drive to the intersection of West State Street; thence northwesterly along the centerline of West State Street to the intersection of Wylie Lane; thence westerly along the centerline of Wylie Lane to the boundary of Lake Harbour Development; thence southerly along said boundary of Lake Harbour Development to the centerline of the Boise River channel; thence southeasterly along the centerline of the Boise River channel to West Main Street centerline; thence northeasterly along the centerline of West Main Street to the intersection of North 30th Street; thence northerly along the centerline of North 30th Street to the intersection of West Idaho Street; thence easterly along the centerline of West Idaho Street to the intersection of North 19th Street, said intersection being the Point of Beginning. These boundaries are also shown on the attached maps.

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ARTICLE II

DURATION

The existence of this association shall be perpetual.

ARTICLE III

PURPOSES

The purposes of this association are:

(1) To provide a means for persons who reside or own property in the neighborhood to participate in planning, influencing, and/or making decisions for improving the current and future living conditions of the neighborhood.

(2) To encourage and facilitate communication and joint efforts among the residents of this area on matters of common concerns.

(3) To encourage and assist citizens to form action groups which develop and implement specific projects, designed to respond to area problems and opportunities, working in cooperation with other groups, organizations, businesses, and individuals in the area.

(4) To serve as an advisory body to influence the decisions of the city, county, and state officials on matters of common concern.

(5) To be an advocate in the community for processes which effectively involve citizens in solving community problems.

(6) To involve neighborhood residents in the planning and development process of the community by periodically reevaluating its goals.

(7) To promote the general welfare of the residents, owners, and members and their property interests.

(8) To receive, administer, and expend funds for such purposes.

(9) This corporation is organized exclusively for charitable, literary, or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1954 as amended and supplemented and, therefore, shall be subject to the following provisions:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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- b. No part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation and the 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.
- c. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under 170(c)(2) of the Code.
- d. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of 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, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Code as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

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- e. Notwithstanding any other provision hereof, this Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of VETERANS PARK NEIGHBORHOOD ASSOCIATION and the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from Federal Income Tax under 501(c)(3) of the Code or by an organization contributions to which are deductible under 170(c)(2) of the Code and regulations promulgated thereunder (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV REGISTERED AGENT

The name of the initial registered agent of this corporation is Shirley Randolph; and the address of the registered agent is 4333 W. Plum, Boise, Idaho 83703.

ARTICLE V NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members.

ARTICLE VI MEMBERSHIP AND VOTING RIGHTS

1. Membership shall be open to all persons who reside, or own property, within the geographic boundaries, as stated in Article I, who are eighteen (18) years or older, except as qualified in 2.

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2. Every resident and every non-resident owner of property within the boundaries of the Veterans Park Neighborhood shall be entitled to one membership; provided that, where a property is owned by more than one person, the non-resident owners thereof shall be limited to one membership among them. In addition, if the property is used for commercial purposes, its non-resident owners shall likewise be limited to one membership. In no event shall any person be eligible for more than one membership.

3. Commercial purpose shall include, but not be limited to, property which is held out for rent, lease, or used to produce or distribute goods or services. It shall further include all property held or offered for sale if said property is not the principal place of residence of the owner or tenant. Commercial purpose shall also include such property held or tenancy therein which is so held or used by a non-profit association or organization or by any other eleemosynary group.

4. Membership, for the purposes of voting, shall be achieved by signing the name and address and, when necessary as required by 2, Article VI, the name of all parties to a single membership in the "Official Membership List." Membership may be terminated by resignation and shall terminate at once for anyone who ceases to reside or own property in the neighborhood.

5. Each member, as qualified in 1 and 2, Article VI, shall have one vote.

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ARTICLE VII INCORPORATORS

The names and addresses of the persons forming this corporation are as follows:

<u>Name</u>	<u>Address</u>
Joe Filicetti	P.O. Box 105 Boise 83701
Veronica Gehring-Pratt	811 N. 24th Boise 83702
Rick Haustveit	4709 Alamosa Boise 83703
Molly Lazechko	2604 W. Bannock Boise 83702
Clarence Maden	2902 Madison Boise 83702
Mildred Maden	2902 Madison Boise 83702
Brenda Phillips	2810 Stewart Boise 83702
Shirley Randolph	4333 W. Plum Boise 83703
Gary Sauerwein	3811 Alameda Boise 83703
Jan Schroder	4370 W. Plum Boise 83703
Judy Taylor	951 Clithero Boise 83703

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ARTICLE VIII

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and qualifications of such directors shall be set forth in the Bylaws of the Corporation. The existing directors may fill any vacancies pending a membership meeting. The directors by a majority vote may amend the Bylaws at any regularly scheduled meeting provided that notice of the proposed changes shall have been published at least thirty (30) days prior to said meeting. Directors shall be divided into two (2) classes: Class 1 to be elected for two (2) years in elections held in odd years and Class 2 to be elected for two (2) years in elections held in even years. The names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Class</u>
Joe Filicetti	P.O. Box 105	2
Rick Haustveit	4709 Alamosa	2
Molly Lazechko	2604 W. Bannock	1
Clarence Maden	2902 Madison	2
Mildred Maden	2902 Madison	2
Shirley Randolph	4333 W. Plum	1
Brenda Phillips	2810 Stewart	2
Gary Sauerwein	3811 Alameda	1
Jan Schroder	4370 W. Plum	1
Judy Taylor	951 Clithero	1

ARTICLE IX

AMENDMENTS

These Articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE X

LIMITATIONS ON MEMBERS LIABILITY

The private property of members of this Corporation shall not be liable for the debts or any other liabilities of the Corporation.

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ARTICLE XI

DISSOLUTION OF THE CORPORATION

Upon a vote of a majority of all the members of the Corporation, the Corporation may be dissolved. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after payment of all of the debts of the Corporation and the expenses of dissolution, shall be distributed as follows:

I.

Any assets remaining that originated from the funds of the City of Boise, Idaho, shall be returned to the City of Boise, Idaho;

II.

Any other remaining assets shall be distributed to any of the Corporation's members that are corporations or other entities formed and operated exclusively to receive and administer funds for scientific, educational, or charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1954 as amended and supplemented (the "Code"), and are qualified as such (hereinafter referred to as "charitable organizations") and that are permitted to receive such assets under Idaho Law or, if there are none, to any other charitable organizations exempt under Code 501(c)(3). In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any members (other than members that are charitable organizations exempt under Code 501(c)(3), which, to the extent permitted under Idaho Law, shall receive a distribution of all of the assets of the Corporation), directors, or officers of the Corporation.

ARTICLES OF INCORPORATION

IN WITNESS WHEREOF, We have signed duplicate originals of these Articles
of Incorporation this 28th day of January, 1991.

Joseph P. Filicelli
Mary L. Sauerwein
John N. Schramm
Shirley L. Randolph
Rick Faustweit
Clarence Waden
Mildred J. Waden
Vernice Shig-Pratt
Judy R. Taylor
Brenda J. Phillips
Mally Lazechka

