

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

TRANSFERS UNION LOCAL NO. 351 BUILDING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **December** A. D. One Thousand Nine Hundred **Sixty-five** and **will be** ~~is~~ duly recorded on **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 and Sections 30-1001 to 30-1005, inclusive, 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 **Lewiston,** in the County of **Nez Perce,** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **December**, A.D., 19 **65**.

Secretary of State.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

D. To mortgage or otherwise encumber in accordance with law any of the real, personal and mixed property owned by or in which this Corporation may have an interest.

E. To sell, convey or dispose of the real, personal and mixed property of this Corporation.

F. To buy or contract to buy real property whether improved or unimproved and buy the same outright by full purchase price or to pay part payment of the purchase price and enter into agreements for payment of the balance of the purchase price of such property and to secure the same by making, executing and delivering mortgages, notes, deeds of trust or other appropriate legal instruments.

G. To assist in the promotion of the economic welfare and elevation of members of organized labor especially and the working classes in general.

H. To do all the things and have all the powers provided for and set forth in the Idaho Code, and all laws supplemental thereto and amendatory thereof where not inconsistent with the purposes of this Corporation.

All for the exclusive use and benefit of the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America, a nonprofit unincorporated Association, hereinafter referred to as International, and any nonprofit branch or division thereof, including Teamsters Union Local No. 551, a nonprofit unincorporated association, hereinafter referred to as "Association".

Notwithstanding any of the aforesaid purposes and powers, all of the same shall be exclusively used in accomplishing the holding of title to and in providing, operating, and or leasing buildings and real property for the exclusive benefit of International and any nonprofit branch or division thereof, including association,

MORGAN & MORGAN
LAWYERS
BREWER BUILDING
LEWISTON, IDAHO

1 and collecting the income therefrom, and after the payment of all
2 expenses and indebtedness due or to become due, including expenses
3 incurred in improvements and additions thereto, to pay all income
4 to Association, including upon dissolution the turning over to
5 Association of all assets of the Teamsters Union Local No. 551
6 Building Association, Inc. remaining after the payment of all
7 liabilities, provided Association remains exempt from the payment
8 of income tax. Should the said Association itself become dissolved
9 or not be exempt from the payment of income tax, all payments of
10 such income or transfer of assets shall be made to International,
11 provided further that should International become dissolved or
12 not be exempt from the payment of income tax then the transferring
13 of such income or assets shall be made to such charitable organi-
14 zation exempt from income tax as may then be determined by
15 Teamsters Local Union No. 551 Building Association, Inc.

16 VI.

17 The names and post office addresses of each of the
18 incorporators are as follows, to-wit:

19	Harry S. Bailey	1325 17th, Lewiston, Idaho
20	Harold L. Bateman	1612 16th Ave., Lewiston, Idaho
21	Ray E. Jones	1426 7th Ave., Lewiston, Idaho
22	Everett E. Byers	1806 Ridgeway Drive, Lewiston, Idaho
23	Leo Snider	1950 Coutler Lane, Clarkston, Wash.
24	Earl Cummings	1220 Highland, Clarkston, Wash.
25	David E. Freeman	Rt. 1, Box 225, Clarkston, Wash.

26 VII.

27 The number of Directors of said Corporation shall be
28 seven. The incorporators set forth hereinabove in Article VI.
29 hereof shall act as the initial or original Board of Directors of
30 this Corporation and until the selection and qualification of
31 their successors. Subject to the provisions of these Articles
of Incorporation, the qualifications of the Directors and the
qualifications of the Members may be fixed and set forth either
in the By-Laws or by the members at any Annual or Special Membership
Meeting. The number of Directors and their qualifications may be

1 changed similarly. The method of filling vacancies in the Board
2 shall be determined and provided by the By-Laws of the Corporation.

3 VIII.

4 The Board of Directors may appoint from among their
5 number an Executive Committee and such other committees as may
6 from time to time become necessary or desirable, consisting of such
7 number and with such authority as may be delegated in accordance
8 with law. Such committee or committees to serve at the pleasure
9 of the Board of Directors.

10 IX.

11 The members of this Corporation shall be and consist
12 of the Executive Board of the Teamsters Union Local No. 551, an
13 unincorporated association. The rights and interests of all members
14 shall be equal, and no member can have or acquire a greater
15 interest in the Corporation than any other member. The Corporation
16 shall not issue any capital stock, but shall issue membership
17 certificates to each member there, which certificates shall have
18 printed on the face thereof, "This Certificate shall automatically
19 be cancelled upon the death, removal, and resignation of the
20 person named hereon from the Executive Board of Teamsters Union
21 Local #551, an unincorporated association." Any new members of
22 such Executive Board shall upon qualifying become a member of this
23 Corporation. Said certificates cannot be assigned so that the
24 transferee can by such transfer become a member of the Corporation.
25 The qualifications of members, their applications, admissions,
26 tenure, method of removal, assignments of interest, and all other
27 matters regarding members, shall be fixed and determined by the
28 By-Laws of the Corporation. The members of this Corporation shall
29 not be individually liable for any of its debts.

30 IN WITNESS WHEREOF, we, the undersigned being all
31

1 of the incorporators of the Corporation above set forth, have
2 set our respective hands and seals this 20th day of December,
3 1965.

4
5 Harry S. Bailey
Harry S. Bailey

6
7 Harold L. Bateman
Harold L. Bateman

8
9 Ray E. Jones
Ray E. Jones

10
11 Everett E. Byers
Everett E. Byers

12
13 Leo Snider
Leo Snider

14
15 Earl Cummings
Earl Cummings

16
17 David E. Freeman
David E. Freeman

18 STATE OF IDAHO }
19 County of Nez Perce } ss.

20 On this 20th day of December, 1965, before the
21 undersigned, a notary public in and for said state, personally
22 appeared HARRY S. BAILEY, HAROLD L. BATEMAN, RAY E. JONES, EVERETT
23 E. BYERS, LEO SNIDER, EARL CUMMINGS and DAVID E. FREEMAN, known
24 to me to be the persons whose names are subscribed to the foregoing
25 articles of incorporation, and acknowledged to me that they executed
26 the same.

27
28 Coral Fridley
29 Notary Public for Idaho, Residing at
30 Lewiston, therein.

31