

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

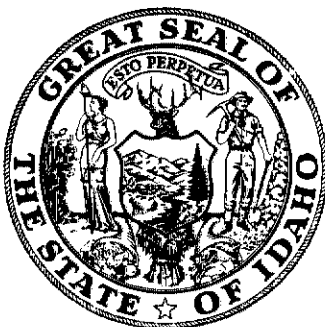
SANDPOINT KCS, INC.

File number C 109762

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 SANDPOINT KCS, 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: March 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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SEC. OF STATE
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ARTICLES OF INCORPORATION

OF

SANDPOINT KCS, INC.

IDaho SECRETARY OF STATE
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CK #: 15473 CUST# 16088
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Pursuant to the provisions of the "Idaho Nonprofit Corporation Act" of the State of Idaho, I.C. 30-3-1, et seq., the undersigned incorporators hereby form a corporation and the following are its Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Corporation is **SANDPOINT KCS, INC.**, which is an adjunct of Father Kelley Council No. 2888, Knights of Columbus.

ARTICLE II - PURPOSES, POWERS AND DURATION

The purposes for which this Corporation is formed are: (a) to promote fraternal, charitable, educational, civic, athletic and social pursuits; (b) to render mutual aid and assistance to its sick, disabled and needy members and their families; (c) to support and cooperate with all of the fraternal, charitable, religious, patriotic and civic enterprises of Father Kelley Council No. 2888, Knights of Columbus; and (d) all other lawful purposes not prohibited by the Idaho Nonprofit Corporation Act.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities or shall it have any powers prohibited to an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code. The Corporation shall not have or issue shares of stock or pay dividends, no part of its earnings or assets shall inure to the benefit of or be distributable to its members, directors, officers or other private person, except that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes.

The Corporation's duration shall be perpetual. In the event of dissolution, after payment of all liabilities, its surplus shall become the property of Father Kelley Council No. 2888, the Knights of Columbus or be donated to a Catholic Organization recognized by the Internal Revenue Service as tax-exempt under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine; PROVIDED, HOWEVER, distribution of assets in the event of dissolution shall comply with the Idaho Nonprofit Corporation Act, nothing contained in here notwithstanding.

ARTICLE III - NAMES AND ADDRESSES OF INITIAL DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected from the membership of the Corporation in the manner provided by the by-laws. The Council Grand Knight, Deputy Grand Knight and trustees shall be ex-officio members of the Board of Directors. The Board of Directors may be increased or decreased as provided by the by-laws, but in no case shall the number of directors be less than five. The directors shall hold office for a term of three years, except as the by-laws may otherwise provide. Council Officers serving as directors ex-officio shall be directors during their term of Council office. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the Corporation, or until their successors are duly elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Walter E. Bauer	P.O. Box 636 Sagle, Idaho 83860
Eugene Driggs	P.O. Box 279 Sandpoint, Idaho 83864
Frederick C. DeLosh	P.O. Box 279 Sandpoint, Idaho 83864

The Directors who are Council Officers shall control and supervise the actions of the Board of Directors and may remove any and all directors if the Officers find their actions to be detrimental to the purposes of the Corporation or the Council.

ARTICLE IV - LOCATION AND AGENT FOR PROCESS

The Corporation is located and has its principal office at 621 Oak, Post Office Box 279, Sandpoint, Bonner County, Idaho 83864.

The agent upon whom process or notice to the Corporation may be served is Walter E. Bauer, Post Office Box 279, Sandpoint, Idaho 83864.

ARTICLE V - INCORPORATORS

The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Walter E. Bauer	P.O. Box 636 Sagle, Idaho 83860

Eugene Driggs

P.O. Box 279
Sandpoint, Idaho 83864

Frederick C. DeLosh

P.O. Box 279
Sandpoint, Idaho 83864

ARTICLE VI - MEMBERSHIP

This Corporation shall have members composed solely of the active membership in good standing of Father Kelley Council No. 2888, Knights of Columbus.

Upon termination of a person's membership in said local Council his membership in this Corporation and all rights and privileges incident thereto shall also immediately and automatically terminate.

DATED this 9 day of February, 1995.

Walt E. Bauer
Walt E. Bauer, Incorporator

Eugene L. Driggs
Eugene Driggs, Incorporator

Frederick C. DeLosh
Frederick C. DeLosh, Incorporator