

**ARTICLES OF INCORPORATION
OF
IDAHO PROSECUTING ATTORNEYS ASSOCIATION, INC.**

2013 NOV 13 PM 3:56
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, submit the following articles of incorporation to the Secretary of State.

Although this Corporation was previously in existence the Corporation was technically dissolved through an annual filing error. The Corporation has continued to operate since its original formation. These Articles are filed to formally correct the annual reporting error and to formally reinstate the Corporation.

**ARTICLE I
NAME**

The name of the corporation shall be IDAHO PROSECUTING ATTORNEYS ASSOCIATION, INC. ("the Corporation").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation is located at 417 South 6th Street, Boise, Idaho 83702. The registered agent of the corporation at that address is Sandee Meyer.

**ARTICLE III
INCORPORATORS**

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Greg H. Bower	200 West Front Street, Room 3191, Boise, ID 83702
Theodore E. Argyle	200 West Front Street, Room 3191, Boise, ID 83702
Sandee Meyer	417 South 6 th Street, Boise, ID 83702

IDAHO SECRETARY OF STATE
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ARTICLE IV MAILING ADDRESS

The mailing address of the Corporation shall be 417 South 6th Street, Boise, Idaho 83702.

ARTICLE V PURPOSES AND POWERS

The Corporation is organized for the following purposes:

- a. The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. The Corporation is organized as a non-profit corporation under the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, and is intended to have and to exercise any and all powers, rights, and privileges that it, by law, may now or hereafter have or exercise.
- c. The Corporation's primary purpose is to promote and encourage quality representation in the State of Idaho and the various counties of the State of Idaho in all proceedings, including civil and criminal, in which those entities are a party and in all other matters that are observed by the laws of the State of Idaho as matters that include and touch upon the duties of the prosecuting attorneys of each of the counties of the State of Idaho.
- d. The Corporation is also organized to engage, employ, retain, or contract for services of persons, groups, corporations, or partnerships to act on behalf of the Corporation in raising funds, maintaining an office and employees, contacting interested groups or individuals dealing with the promotion of the matters set forth in "c" above.
- e. The Corporation is also organized to publish, reprint, distribute, disseminate, or make available all forms of educational material dealing with the materials described in "c" above.
- f. The Corporation is also organized to own, lease, buy, sell, or in any manner deal with real and personal property as might be necessary or convenient for the purpose of the Corporation or any business operated by the Corporation incidental thereto.

- g. The Corporation is also organized to borrow money from any person, firm, or corporation and to issue notes, bonds, debentures, or any other obligation of the Corporation from time to time therefore, for any of the purposes of objects of the Corporation and to secure payment of the same by mortgage, pledge, deed of trust, or other lawful means.
- h. The Corporation is also organized to use or employ any of its facilities, for any lawful purpose, provided that the proceeds arising from such use and employment shall go to reduce the cost of its use to its members and shall in no way inure to the profit of any member.

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

ARTICLE VI MEMBERSHIP

The Corporation shall permit as its voting and non-voting members, any person who qualifies for membership according to such terms and conditions as prescribed by the Bylaws of the Corporation. The membership dues of the Corporation shall be fixed and determined by the Bylaws of the Corporation.

ARTICLE VII BOARD OF DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a board of seven (7) directors, with one director to be elected from each Judicial District. Each director shall be elected by the voting members of the Corporation from his or her Judicial District. The terms of office of the directors shall be set by the Bylaws.

The directors shall elect four (4) officers from the Board of Director's membership. The officers shall hold the following offices: President, Vice President, Secretary, and Treasurer. The terms of office of the officers shall be set by the Bylaws.

The initial directors of the Corporation and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Clayne Tyler	150 Michigan Ave., Orofino, ID 83544
Bruce Pickett	605 N. Capital Ave., Idaho Falls, ID 83402

Bryan Taylor	1115 Albany Street, Caldwell, ID 83605
Barry McHugh	501 Government Way, Coeur d'Alene, ID 83814
Greg Bower	200 West Front Street, Room 3191, Boise, ID 83702
Grant Loebs	425 Shoshone St North, Fourth Flr, Box 126, Twin Falls, ID 83303-0126
Dustin Smith	30 N. 100 W., Malad, ID 83252

ARTICLE VIII DURATION

The Corporation shall exist perpetually.

ARTICLE IX DISSOLUTION

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively to one or more organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section

501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI MANAGEMENT OF CORPORATION

The Board of Directors shall exercise all corporate powers of the Corporation and manage the affairs of the Corporation, including the hiring and termination of the Executive Director of the Corporation. The Executive Director is delegated the power and authority to manage the employees and day-to-day operations of the Corporation, as prescribed in the Bylaws of the Corporation.

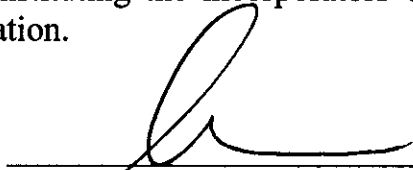
ARTICLE XII BYLAWS AND ARTICLES

The Board of Directors of the Corporation shall be authorized to alter, amend, or repeal the Corporation's Articles of Incorporation. Any such action shall be presented to the voting members at the next regularly called meeting of the Corporation at which a quorum of the voting members is present. Any such action shall be ratified by a majority of the voting members present.

IN WITNESS WHEREOF, for the purpose of forming the Corporation under the laws of the State of Idaho, the undersigned, constituting the incorporators of the Corporation, have executed these Articles of Incorporation.

DATED: _____

13 November 2013



Greg H. Bower



Theodore E. Argyle



Sandee Meyer