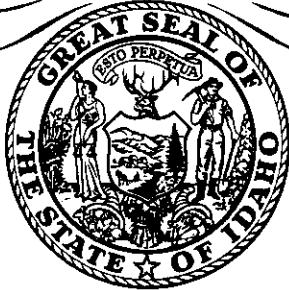


# State of Idaho



## 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

**COLLEGE OF ST. GERTRUDE, INC.**

was filed in the office of the Secretary of State on the **Fifteenth** day of **March**, A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **123** 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 **33-3901 33-3910** ~~33-3901~~ to ~~33-3910~~ 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 **Cottonwood** in the County of **Idaho** 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 **15th** day of **March**, A.D., 19 **63**.

Secretary of State.

=ARTICLES OF INCORPORATION=

OF

COLLEGE OF ST. GERTRUDE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons, citizens of the United States of America and residents of the State of Idaho, and over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, particularly the provisions of Title 33, Chapter 39 of the Idaho Code, and acting as incorporators of such corporation to be formed, we do hereby adopt and execute the following Articles of Incorporation and do hereby certify and declare:

ARTICLE I

The name of this corporation shall be

COLLEGE OF ST. GERTRUDE, INC.

ARTICLE II

The location and post office address of the registered office of this corporation, and the place where the principal business of this corporation is to be transacted is Cottonwood, Idaho County, State of Idaho.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The purposes for which this corporation is formed, and is to be conducted and operated, are as follows:

Section 1. To engage in the business of conducting and operating and maintaining an institution or institutions of learning for instruction in all the various branches of the liberal arts and sciences for the promotion of good education, virtue, religion and morality, and for conferring all of the literary honors granted in similar institutions;

1 to instruct students in the theoretic and practical branches of scientific,  
2 technological, business, industrial and commercial fields, as well as  
3 in related and allied or kindred fields of the liberal and literary arts,  
4 and to exercise all of the rights and privileges now or hereafter to be  
5 conferred on such educational institutions by the laws of Idaho and  
6 the general customs and practices of such institutions.  
7

8 Section 2. To provide an environment and opportunity for its students  
9 to attain a truly Christian culture in a religious atmosphere; to assist  
10 them in the formation of habits of thinking and acting according to right  
11 reason enlightened by the teachings of Christ; to develop cultivated  
12 persons equipped to lead rich, happy, and useful lives; to cooperate with  
13 the Sister Formation Program by having the young members of the  
14 community continue their intellectual and professional training during  
15 the time of their spiritual formation; to afford an opportunity for continued  
16 in-service training and refresher courses for those engaged in the  
17 apostolate; to encourage adults to return for specific courses which  
18 will serve as a mental stimulus and be beneficial to them in their  
19 religious, civic, and social life.  
20

21 Section 3. To purchase, have, hold, lease, own, convey, use and  
22 take possession of and enjoy, manage and operate any real or personal  
23 property necessary or incident to the conduct of the business and affairs  
24 of this corporation, and to sell, lease, alienate and dispose of the same  
25 in the pleasure of the Corporation.  
26

27 Section 4. To borrow money and otherwise incur indebtedness  
28 without limit as to amount, and to draw, make, accept, endorse, transfer,  
29 assign, guarantee, execute and issue bonds, debentures, notes, drafts,  
30 bills of exchange, negotiable instruments and all other evidences of  
31 indebtedness, negotiable or non-negotiable, whether secured or unsecured.  
32

1           Section 5. For the purpose of securing all or any of its contracts,  
2 obligations, or liabilities, to convey, transfer, assign, deliver, mortgage,  
3 pledge or otherwise hypothecate all or any part of the property or assets  
4 at any time owned or held by this corporation.

5           Section 6. To loan or invest its funds without limits as to amounts  
6 either without security or on security of every kind, character and  
7 amount. To make loans to students duly enrolled in the college.  
8

9           Section 7. For the accomplishments of these objects, it is to have the  
10 power to establish branch organizations, to establish a library or libraries,  
11 to print, publish, bind, and distribute such books, magazines, papers and  
12 other literature as will further carry out the objectives of this corporation,  
13 to lease suitable buildings and equipment and to acquire, by purchase  
14 or gifts, such personal or real property as may be necessary to carry  
15 out the objects of this corporation and to receive subscriptions and dona-  
16 tions of real and personal property to be applied to the uses and purposes  
17 of the corporation, to take, hold and manage real and personal property  
18 conveyed to it in trust, the income from which is to be applied to the  
19 uses and purposes of this corporation, and to execute such trust; to permit  
20 the use of any of its property for religious, educational, professional or  
21 other lawful purposes.  
22

23           Section 8. The above enumerated purposes shall be considered a  
24 statement of the powers of the corporation, and this corporation may do  
25 each and every thing suitable and proper for the accomplishment or  
26 attainment thereof or conducive to or expedient for the interests or benefits  
27 of the corporation. In addition thereto the corporation shall have and  
28 may exercise any other or further powers or privileges granted by law  
29 to corporations of this character.  
30  
31  
32

ARTICLE V

Section 1. This corporation shall not have or issue any capital stock and shall admit members into the corporation as hereinafter provided.

Section 2. This corporation does not contemplate pecuniary gain or profit to the members thereof and no part of the net earnings or assets of the corporation shall ever inure to the personal pecuniary benefit of any member, director or officer of the corporation.

Section 3. The rights and interests of all members of this corporation shall be equal, and no member can have or acquire a greater interest therein than any other member.

Section 4. Membership in this corporation shall be limited to female persons who are members of the Idaho Corporation of Benedictine Sisters and adhere to the faith of the Order of St. Benedict of the Roman Catholic Church and shall consist of the Mother Prioress of the Idaho Corporation of Benedictine Sisters and all members of said organization who are connected with the management and operation of College of St. Gertrude, Inc., in Cottonwood, Idaho. The Mother Prioress, above referred to, shall at all times have full power and authority to designate such members of the Idaho Corporation of Benedictine Sisters as may be eligible for membership in this corporation, and said Mother Prioress shall at least annually certify to the Secretary or Registrar of this Corporation a list of the persons connected with the management and operation of said College of St. Gertrude, Inc., in Cottonwood, Idaho, and eligible to membership in this corporation. The Secretary or Registrar of this corporation shall at all times keep said list current, and a part of the permanent records of this corporation, and only persons who are included in the latest certified

1 list, so furnished by the Mother Prioress, as aforesaid, shall have any  
2 rights or privileges as members of this corporation, and any other  
3 persons who might previously have held membership in said corporation  
4 shall ipso facto and automatically lose such membership upon losing  
5 their connection with the management and operation of said College of  
6 St. Gertrude, Inc., in Cottonwood, Idaho, whether by transfer or other  
7 cause.  
8

9 Section 5. Voting power of the members of this corporation shall  
10 be equal and each member shall have one vote only.

11 Section 6. Membership in this corporation shall not be assignable  
12 or transferable. A certificate of membership, signed by the President  
13 and Secretary shall be issued to each member and said certificates shall  
14 not be assignable, but shall be returned to the corporation upon the death,  
15 resignation, or removal of any member who in any such manner shall  
16 become ineligible to membership herein. No member shall have any  
17 right, title or interest in any of the assets of this corporation and upon  
18 loss of membership such person shall have no claim against the corpora-  
19 tion for any of the assets of the corporation or the value thereof.  
20

## 21 ARTICLE VI

22 The government of this association shall be vested in a Board of  
23 Directors consisting of five members who shall have the general manage-  
24 ment of all of the affairs of said corporation and conduct and carry on  
25 the business of the corporation. The Mother Prioress of the Idaho Cor-  
26 poration of Benedictine Sisters shall, by virtue of her office, always be a  
27 member of said Board of Directors. The remaining members of said  
28 Board of Directors shall be elected and hold office in the manner and for  
29 the term provided for in the By-Laws of this Corporation.  
30

31 The names and addresses of the persons who are to act in the capa-  
32

city of Directors in this corporation until the election of their successors are:

Mother M. Augustine Uhlenkott, O.S.B., Cottonwood, Idaho  
Sister M. Anna Spaeth, O.S.B., Cottonwood, Idaho  
Sister M. Aquinas Schaecher, O.S.B., Cottonwood, Idaho  
Sister M. Lucille Nachtsheim, O.S.B., Cottonwood, Idaho  
Sister M. Anthonette Schmid, O.S.B., Cottonwood, Idaho

The number of Directors, which has been set as hereinbefore set forth at five, may from time to time, as specified in the By-Laws, be increased or decreased in such a manner as may be prescribed by the By-Laws, providing that the number of Trustees of said corporation shall be not less than five nor more than thirty. In case of any increase in the number of trustees, the additional trustees may be elected by the trustees then in office, and the trustees so elected shall hold office until the next annual meeting of the members and until their successors are elected or qualified.

ARTICLE VII

The general officers of said corporation shall be a President, Vice-president, Dean, Registrar, Secretary, Treasurer, and librarian. The office of Registrar and Secretary may be combined, and held by one person.

The president of the said corporation shall always be the Mother Prioress of the Idaho Corporation of Benedictine Sisters. The remaining officers shall be elected annually by the remaining members of the Board of Directors of this corporation.

ARTICLE VIII

By-Laws may be adopted by the Board of Directors and such By-Laws may be amended and repealed by the Board of Directors by a three-fifths vote of said Board. Said By-Laws shall prescribe the general rules and regulations for the management and conduct of the affairs of the corporation.

1 for the election of officers and for the election of such Directors as are  
2 not specifically provided for in these Articles of Incorporation and shall  
3 provide for the annual membership meeting of the corporation and for  
4 meetings of the Board of Directors, and shall contain such provisions  
5 as are usually found in By-Laws.

6  
7 ARTICLE IX.

8 The board of Directors shall have and exercise all the rights and  
9 powers provided for by Section 33-3908 of the Idaho Code as now or as  
10 may hereafter be constituted, and shall have and may exercise all of  
11 the rights and powers now and hereafter provided for by applicable laws  
12 of the State of Idaho.

13  
14 ARTICLE X.

15 This corporation may receive, hold and own gifts, donations,  
16 devises and bequests of property, real and personal, for its use and  
17 benefit.

18  
19 ARTICLE XI.

20 In the event this corporation is ever dissolved, its assets are to be  
21 distributed to the Idaho Corporation of Benedictine Sisters, an Idaho  
22 Corporation, with its principal place of business at Cottonwood, Idaho,  
23 or its assigns for charitable, benevolent and religious purposes.

24  
25 ARTICLE XII.

26 A majority of the Board of Directors shall constitute a quorum and  
27 shall have power to transact the business and exercise the corporate  
28 powers of the corporation. The Board of Directors shall have the power  
29 to appoint agents and servants of the corporation, prescribe their duties  
30 and remove them at pleasure and may fix the compensation of the officers,  
31 agents and servants of the corporation, and shall have power to vote and  
32 grant to themselves (and any officer or trustee may join in granting to  
himself) such salary, commission or compensation for their services as  
they may determine.



ARTICLE XIII

These Articles of Incorporation may be altered or amended by a two-thirds vote of all members of the corporation present at any regular meeting thereof, or any special meeting called for that purpose.

IN WITNESS WHEREOF, We have hereunto set our hands at Cottonwood, Idaho, this 1<sup>st</sup> day of March, 1963.

Mother M. Augustine M. Hlenkitt  
J.H.S.

Sister Mary Anna, Speeth

Sister M. Aquinas Sabaschuk

Sister M. Lucille M. Hlenkitt

Sister M. Anthonette Schmid

STATE OF IDAHO )

County of Idaho ) :ss

On this 1<sup>st</sup> day of March, 1963, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MOTHER M. AUGUSTINE, SISTER M. ANNA, SISTER M. AQUINAS, SISTER M. LUCILLE and SISTER M. ANTHONETTE, known to me to be the persons whose names are subscribed as incorporators of the foregoing Articles of Incorporation and acknowledged to me that they severally executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

J. C. Miller  
Notary Public for the State of Idaho  
Residing at Cottonwood, therein.

W. C. MACGREGOR, JR.  
ATTORNEY AT LAW  
GRANGEVILLE, IDAHO