

# 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

#### **EPSILON KAPPA OF THETA CHI, INCORPORATED**

was filed in the office of the Secretary of State on the **Twentieth** day of **June**, A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Moscow** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **20th** day of **June**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

"EPSILON KAPPA OF THETA CHI, INCORPORATED," MOSCOW, IDAHO

A nonprofit corporation organized under the laws of the State of Idaho pertaining to fraternal organizations as provided by Title 30, Chapter 11, Idaho Code.

We, the undersigned incorporators, certify as follows:

ARTICLE I, Name

The name of this corporation shall be EPSILON KAPPA OF THETA CHI, INCORPORATED, of Moscow, Idaho, and shall be organized and operated exclusively as a nonprofit and fraternal corporation under the laws of the State of Idaho as set forth hereinabove.

ARTICLE II. Office

The principal registered office of the corporation shall be located at Moscow, Idaho and the name of its initial registered agent is Fred H. Winkler, 706 Deakin, Moscow, Idaho.

ARTICLE III. Purposes

The specific objects and purposes of the corporation shall be to raise funds to provide suitable housing for the members of Epsilon Kappa of Theta Chi Fraternity located at the University of Idaho, in which to live and to carry on their functions as a local chapter of Theta Chi Fraternity; to own or lease real estate and other properties and to raise funds for the purchasing, building, leasing, furnishing and repairing of such housing to be used as the Chapter House of Epsilon Kappa Chapter and to assist in all respects Epsilon Kappa Chapter located at said University.

#### ARTICLE IV. Control

This Corporation shall have concurrent, equal, and the same powers and jurisdiction as that of Epsilon Kappa Chapter in regard to raising funds to provide suitable housing for the members of Epsilon Kappa Chapter; to raise funds for the purchasing, building, furnishing, leasing, maintaining and repairing of such housing to be used as the Chapter House of Epsilon Kappa Chapter. The Corporation shall have the power and reserve the right to take over complete and total operation of the Chapter House when the total number of active members and pledges becomes less than thirty (30); upon dissolution or revocation of Epsilon Kappa Charter; whenever in the opinion of the Corporation through its Board of Directors an emergency situation exists at the Chapter House. No expenditures may be made for the purchasing of major furnishings by the Chapter House without the concurring approval of Epsilon Kappa Chapter and the Corporation. No modifications, additions, or major repairs to the Chapter House may be undertaken by Epsilon Kappa Chapter without the approval of the Corporation. The Grand Chapter of Theta Chi Fraternity is in no way liable under any contracts entered into by the Epsilon Kappa of Theta Chi, Incorporated, of Moscow, Idaho.

#### ARTICLE V. Nonprofit Corporation

This corporation shall have no capital stock and no private pecuniary gain or profit shall be derived from it, its business or the operation thereof, and no member, director or

officer of this Corporation shall receive any salary or compensation for services or any enrichment or pecuniary gain whatsoever from the Corporation, but the directors, officers and members may be reimbursed for their actual expenses necessarily incurred in carrying on the business of the Corporation.

#### ARTICLE VI. Membership

Membership in this Corporation shall be limited to alumni members of Epsilon Kappa Chapter of Theta Chi Fraternity, and certain others who may be approved by the Corporation.

#### ARTICLE VII. Powers

For the purposes of carrying out the specific powers and objects enumerated in these Articles of Incorporation, the Corporation shall have the following General Powers:

1. To have perpetual succession by its corporate name.
2. To sue and be sued, complain and defend, in its corporate name and to enjoy any and all rights and privileges granted to a corporation of this nature and kind by the Laws of the State of Idaho.
3. To have a corporate seal and use the same by causing it or a facsimile thereof to be impressed or affixed, or in any other manner reproduced.
4. To purchase, take, receive, lease, take as a gift, devise or bequest, or otherwise acquire and to own, hold, use and otherwise deal in or with any real or personal property or any interest therein which may be appropriate to enable it to accomplish any or all of its purposes.
5. To sell and convey, mortgage, pledge, lease as lessor and otherwise dispose of all or any part of its property and assets.
6. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes, to borrow money for its corporate purposes at such rates of interest as the Corporation may determine, to issue its notes, bonds, and

other obligations by mortgages, pledge or deed of trust, of all or any of its property and income, and to invest its funds from time to time and to lend money for corporate purposes and to take and to hold real and personal property for the payment of funds so invested or loaned.

7. To elect or appoint officers and agents of the Corporation, and to define their duties.

8. To make and alter by-laws not inconsistent with the Articles or the Laws of the State of Idaho or the Constitution, By-Laws and regulations of the Grand Chapter of Theta Chi Fraternity for the administration and regulation of the affairs of the Corporation.

9. To cease its corporate activities and to surrender its charter.

10. To do all things necessary or convenient in connection with or for the carrying on of said business and the buying, leasing, holding, building or selling of such real estate and personal property as may seem proper to the Board of Directors.

#### ARTICLE VIII. Board of Directors

The Board of Directors of this Corporation shall consist of five members who shall hold office for such term or terms as may be fixed by the By-Laws. There shall be at all times two members of the Board who are members of the Active Chapter, to-wit: President and Treasurer. The President of the Corporation by virtue of his office shall at all times be a member of this board. The Board of Directors shall elect the officers of this Corporation which shall consist of a President, Vice President, Secretary and Treasurer. A majority of the Board of Directors shall have the power to remove any officer at any time and elect his successor to serve out any unexpired term. The Board of Directors shall have power to make all such By\_laws and rules to regulate the business of the

Corporation as will not be inconsistent with these Articles, the Laws of the State of Idaho or the By-Laws and Constitution or regulations of the Grand Chapter of Theta Chi Fraternity.

#### ARTICLE IX. Finances

Any proposed financing and refinancing operations to be undertaken by this Corporation shall first be subject to the approval of a majority of the Board of Directors of this Corporation.

#### ARTICLE X. Names and Addresses of Initial Board of Directors

The names and addresses of the persons who are to serve as initial directors are as follows:

1. Loyd A. Bury, 403 High Street, Pullman, Washington;
2. Phillip E. Keene, 1819 Duncan Lane, Pullman, Washington;
3. Fred H. Winkler, 706 Deakin, Moscow, Idaho;
4. Marlin Lee Beckwith, 421 South 9th St., Payette, Idaho;
5. William Ahren Maule, 706 Elm St., Moscow, Idaho.

#### ARTICLE XI. Names and Addresses of Each Incorporator

The names and addresses of each incorporator are as follows:

1. Loyd A. Bury, 403 High Street, Pullman, Washington;
2. Phillip E. Keene, 1819 Duncan Lane, Pullman, Washington;
3. Fred H. Winkler, 706 Deakin, Moscow, Idaho.

#### ARTICLE XII. Amendment

These Articles of Incorporation may be amended or altered by a four-fifths vote of the Board of Directors of this Corporation at any regular or special meeting of such Board of Directors or by

two-thirds vote of the members present in person or by proxy at any regular annual or special meeting of the members of this Corporation.

The foregoing Articles were adopted by a majority of the members voluntarily associating themselves for the purpose of forming this Corporation at a meeting held at 127 West Third Street, Moscow, Latah County, Idaho, on Monday, the 19th day of June, 1961, at the hour of 11:00 A. M., pursuant to notice given in the Daily Idahonian, a daily newspaper, published in Moscow, Latah County, Idaho, for a period of two (2) weeks prior to said meeting; that the undersigned Loyd A. Bury was the presiding officer at said meeting and Fred H. Winkler served as Secretary, and their signatures hereinbelow constitute an attestation of said meeting and the results thereof.

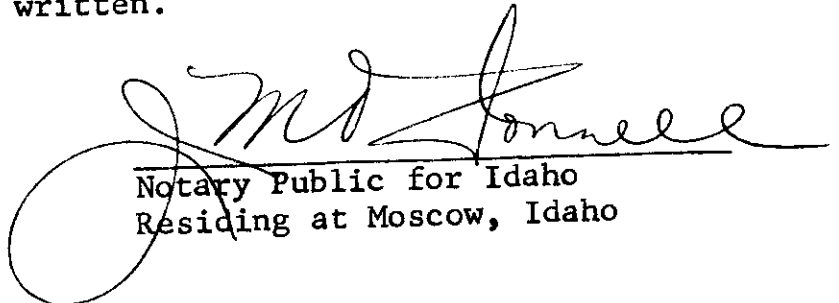
IN WITNESS WHEREOF, the incorporators of this Corporation have hereunto set their hands this 19th day of June, 1961.

Loyd A. Bury  
Fred H. Winkler  
Philip E. Kew

STATE OF IDAHO    )  
                          ) ss.  
County of Latah    )

On this 19th day of June, 1961, before me, J. M. O'Donnell,  
a Notary Public in and for the State of Idaho, residing therein,  
duly commissioned and sworn, personally appeared LOYD A. BURY,  
PHILLIP E. KEENE, and FRED H. WINKLER, known to me to be the  
persons whose names are subscribed to the foregoing instrument,  
and they duly acknowledged to me that they executed the same.

WITNESS my hand and official seal the day and year in  
this certificate first above written.

  
Notary Public for Idaho  
Residing at Moscow, Idaho