

CERTIFICATE OF INCORPORATION  
OF

THE VOLUNTEER FIRE DEPARTMENT OF MOSCOW, IDAHO, INC.

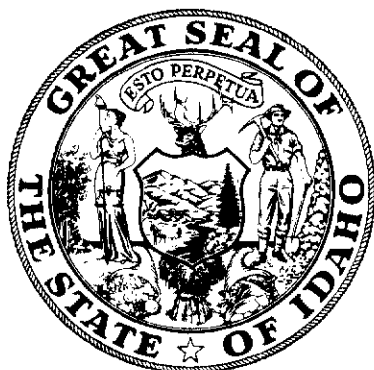
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE VOLUNTEER FIRE DEPARTMENT OF MOSCOW, IDAHO, 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 July 17, 19 86.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION  
OF  
THE VOLUNTEER FIRE DEPARTMENT OF  
MOSCOW, IDAHO, INC.

ARTICLE I

NAME

The name of this corporation shall be "The Volunteer Fire Department of  
Moscow, Idaho, Inc."

ARTICLE II

PURPOSE

This corporation is formed for the following purposes:

1. To provide the citizens of Moscow, Idaho with a volunteer fire department to protect the property of its citizens from loss by fire.
2. To foster an intelligent public opinion in methods of fire prevention.
3. To foster the social and benevolent spirit of its members, provided however, that said corporation shall never engage in any business for the pecuniary profit of said corporation or any of its members.
4. To provide the citizens of Moscow, Idaho with emergency ambulance service and first aid treatment.

## ARTICLE III

### POWERS

This corporation shall have the following powers:

1. To have succession by its corporate name for the time stated in these Amended Articles of Incorporation.
2. To sue and be sued, appear, complain and defend in any court of law or equity or before any board, commission or tribunal.
3. To have and use a corporate seal which may be from time to time altered in accordance with its by-laws.
4. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
5. To appoint such officers, employees and agents as the affairs of the corporation may require.
6. To make by-laws not inconsistent with any existing law for the management of its affairs and property.
7. To wind up and dissolve itself or to be wound up and dissolved in the manner provided by law.

8. To enter into contracts or obligations of any type or kind essential, necessary or proper for the transaction of its ordinary affairs or for the purposes of the corporation.
9. In the purchase or acquisition of property or for any other object in or about its affairs, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of bonds, warrants, debentures, obligations, negotiable or transferable instruments, and evidence of debt of any kind, whether secured by note, pledge, deed of trust, or otherwise.
10. To receive and accept gifts, devises and bequests.

The foregoing clauses by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do anything or perform any act which may be necessary to carry out its objects and purposes.

#### ARTICLE IV

##### REGISTERED OFFICE

The location and post office address of the registered office in this state of this corporation and the principal place of business of this corporation is 603 So. Main Street, Moscow, Latah County, Idaho, 83843.

#### ARTICLE V

##### REGISTERED AGENT

The Registered Agent, who is authorized to accept service on behalf of the corporation is Ralph E. McAllister, 603 So. Main, Moscow, Idaho 83843.

ARTICLE VI  
INCORPORATORS

The Incorporators of the Corporation and their addresses are:

Ralph E. McAllister  
603 So. Main  
Moscow, ID 83843

Kenneth P. Robinson  
1036 No. Polk  
Moscow, ID 83843

Fred C. Goebel  
918 Lewis  
Moscow, ID 83843

Matthew L. Graves  
947 Lewis  
Moscow, ID 83843

ARTICLE VII  
WHO MAY BECOME MEMBERS

Any person may become a member of this corporation in the manner and subject to the requirements specified in the bylaws. The corporation is an equal opportunity organization and shall not discriminate on the basis of race, sex, religion, national origin or on the basis of any handicap they may have.

Members shall be chosen on their ability to perform the functions of the organization and upon the basis of their integrity and loyalty to the community.

#### ARTICLE VIII

##### EQUALITY OF MEMBERS

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

#### ARTICLE IX

##### NON-PROFIT

This corporation shall not issue any capital stock. No dividend of any kind or nature shall ever be declared to any member of this corporation, and no member shall ever receive any pecuniary profit from his membership therein, it being expressly understood that this shall be a strictly non-profit corporation.

#### ARTICLE X

##### QUORUM

A quorum of any meeting of members for the consideration of any repeal or amendment of Articles X, XVI or XVIII hereof, or for the sale of the real property specifically described in Article XVI hereof, or for the sale of the real property specifically described in Article XVI, shall be 100% of the members of the corporation. For all other purposes, those members of the

corporation present in person at any duly and regularly called regular or special meeting of the membership of this corporation shall constitute a quorum. A member may vote in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Each proxy shall be revocable at the pleasure of the member who executed it. To be effective a proxy shall be submitted to the corporation secretary not less than 48 hours prior to the meeting at which it is to be voted.

#### ARTICLE XI

##### BOARD OF DIRECTORS

The Board of Directors of this corporation shall be not less than three (3), nor more than thirteen (13) in number, as shall be prescribed or from time to time changed by the by-laws, and must be members of the corporation.

The name and addresses of the Board of Directors is as follows:

Fred Goebel  
918 Lewis St.  
Moscow, ID 83843

Steve Baxter  
921 Lewis St.  
Moscow, ID 83843

Monte L. McMillan  
944 Mabelle  
Moscow, ID 83843

Gary B. O'Keefe  
3116 Carmichael Rd.  
Moscow, ID 83843

Jack W. Hamilton  
1319 Public Ave.  
Moscow, ID 83843

John H. Willson III  
105 So. Almon  
Moscow, ID 83843

Willilam J. Lundquist  
706 Mabelle  
Moscow, ID 83843

Dan M. Sokolaski  
812 East 7th  
Moscow, ID 83843

## ARTICLE XII

### TERMS OF OFFICERS AND DIRECTORS

The term for which officers and directors are elected shall be such as shall be prescribed or from time to time changed by the by-laws.

## ARTICLE XIII

### ANNUAL MEETING - FISCAL YEAR

The fiscal year of this corporation and the date of the annual meeting of the members for the election of officers and directors and such other business as shall come before such meeting shall be such as shall be fixed or from time to time changed by the by-laws.

## ARTICLE XIV

### ASSESSMENTS

This corporation shall be non-assessable and the members hereof shall not be assessed for any corporate purpose.



## ARTICLE XV

### TERM

The term of this corporation shall be perpetual until such date as the City of Moscow shall have continuously and previously maintained a paid fire department as hereafter defined for a period of one year. A paid fire department is hereby defined to be a fire department, the salaries of the personnel of which are fully paid by the City of Moscow, with sufficient manpower so that such paid fire department shall receive a grading on the manpower item, as such item affects fire insurance rates of property in Moscow, at least equivalent to the manpower grading then being enjoyed by the Volunteer Fire Department of Moscow, Idaho, all as determined by the Idaho Surveying and Rating Bureau or its successor fire rating agency, and the decision of such Idaho Surveying and Rating Bureau or its successor fire insurance rating agency shall be final as to whether or not such paid fire department is sufficient as herein required.

## ARTICLE XVI

### DISPOSITION OF ASSETS ON TERMINATION OF CORPORATION

When this corporation shall have terminated by lapse of time or in event it sooner becomes defunct or shall be dissolved, all its funds, real property, except that hereinafter described, and all assets of any kind or nature on hand after the payment of liabilities shall be conveyed and donated by the last Board of Directors as trustees of such corporation to the City of Moscow, a municipal corporation, to have and to hold forever.

The following described real property, which has been acquired by the corporation as a fire station and upon part of which the fire station of the corporation for the use and benefit of which the fire station of the corporation for the use and benefit of the citizens of Moscow has long been established, situated in Moscow, Lath County, Idaho, to-wit:

Commencing at a point seven and one-half feet South of the Northeast corner of Lot Two (2) in Block One (1) of A. Henry's Addition to the Town of Moscow, running thence South on the lot line between said block and Main Street 40 feet, running thence in a westerly direction to the Southwest corner of said Lot Two, running thence North on the lot line between said Lot Two and the alley 40 feet to the Northwest corner of said Lot Two, running thence in an Easterly direction to the point of beginning; and

Commencing at a point seven and one-half (7 1/2) feet south of the Northeast corner of Lot Three (3) in Block One (1) of A. Henry's Addition to the Town of Moscow, as shown by the recorded plat thereof; thence West 125 feet to the Northwest corner of said Lot Three (3); thence South 40 feet; thence East 125 feet; to a point seven and one half (7 1/2) feet south of the Southeast corner of said Lot Three (3); thence North to the place of beginning. Being a part of Lots Three (3) and Four (4) in said Block One (1) of A. Henry's Addition to Moscow;

shall be conveyed and donated by such last Board of Directors as such trustees to the City of Moscow, a municipal corporation, subject to all mortgages and liens of record, and further subject to the requirement that the City of Moscow shall at all times thereafter actively use such property as the No. 1 Fire Station of the City of Moscow, and actually house thereon fire fighting engines, trucks and other equipment which is actually and currently used in fighting fires, and should the City of Moscow at any time fail, neglect or refuse to so use such real property for such purpose, then title to such real property shall vest, upon the date of such failure, neglect and refusal, in the Moscow Independent School District No. 281, a quasi-municipal corporation, or

its successor school authority embracing the property and citizens of Moscow, in fee simple, such deed of conveyance so executed by the last Board of Directors shall contain the following restrictive covenant, to-wit:

"To have and to hold said real property to the City of Moscow, a municipal corporation, grantee herein, so long as said City of Moscow shall continuously actively use such property as the No. 1 Fire Station of the City of Moscow and actually house thereon fire fighting engines, trucks and other equipment which is actually and currently used in fighting fires, and should the City of Moscow fail, neglect or refuse to so use such real property for such purpose, then title to such real property shall vest upon the date of such failure, neglect or refusal, in the Moscow Independent School District No. 281, a quasi-municipal corporation, or its successor school authority embracing the property and citizens of Moscow, in fee simple, without the necessity of any legal action whatsoever. The acceptance of this deed by the grantee above named shall be and constitute the acceptance and ratification of this covenant by such grantee for the benefit of the Moscow Independent School District No. 281 of Moscow, Idaho, and such covenant shall run with the land."

In the event that the City of Moscow shall neglect, fail or refuse to accept such deed so drawn, or in event such restrictive covenant shall be declared void for any reason, such real property shall vest in the Moscow Independent School District NO. 281, or its successor school authority embracing the property and citizens of Moscow, and if any conveyance is deemed necessary to so vest title, the last Board of Directors of this corporation, as trustees, shall execute such conveyance, and in event of the inability, failure or refusal of such Board of Directors, as such trustees, to act, the District Court of the Second Judicial District of the State of Idaho, or its successor Court shall appoint trustees to execute such deed.

Any sale of the real property in this paragraph specifically described prior to the expiree of the term of the corporation, must be caused and authorized in a duly assembled regular or special meeting of the members, provided however, that the restriction in this paragraph contained shall not apply to a judicial sale.

## ARTICLE XVII

### BY-LAWS

The members of this corporation shall have power by a majority vote of the entire membership to amend or repeal the existing by-laws or adopt new by-laws at any regular or special membership meeting, provided however, that any such amendment or repeal of existing by-laws or proposed new by-laws must first be recommended by a majority of the entire membership of the Board of Directors at any regular or special meeting of such board.

## ARTICLE XVIII

### AMENDMENT OF ARTICLES OF INCORPORATION

Any repeal or amendment of Articles X, XVI or XVIII of these Amended Articles of Incorporation shall require a three-fourths (3/4) vote of the quorum required by Article X to consider such amendment or repeal of such articles. Repeal or amendment of any other Article shall require a three-fourth (3/4) vote of those members present.

The undersigned incorporators, Ralph E. McAllister, Kenneth P. Robinson, Fred C. Goebel and Matthew L. Graves, hereby certify that the Board of Directors of the Volunteer Fire Department of Moscow, Idaho, have adopted the above Restated Articles of Incorporation on July 8, 1985. The foregoing Articles of Incorporation correctly set forth the Articles of Incorporation as adopted and approved by the incorporators and directors.

Executed by the undersigned in duplicate original at Moscow, Idaho on the 8<sup>th</sup> day of July, 1986.

Incorporators:

The Volunteer Fire Department  
of Moscow, Idaho, Inc.

By: Ralph E. McAllister  
Ralph E. McAllister

Kenneth P. Robinson  
Kenneth P. Robinson

Fred C. Goebel  
Fred C. Goebel

Matthew L. Graves  
Matthew L. Graves

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