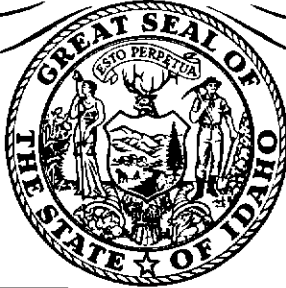


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

BLAINE COUNTY SENIORS' COUNCIL, INC.

was filed in the office of the Secretary of State on the **sixteenth** day of **October** A. D. One Thousand Nine Hundred **seventy-four** and ~~is~~ ^{to be} duly recorded on ~~microfilm~~ **microfilm** 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 30-1001 to 30-1005, 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 **Hailey, Idaho** in the County of **Blaine** 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 **16th** day of **October** A.D., 19**74** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
BLAINE COUNTY SENIORS' COUNCIL, INC.

WE, the undersigned persons of the age of twenty-one (21) years or more, all being residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code and do hereby adopt and execute the following Articles of Incorporation and do hereby certify and declare:

ARTICLE I

NAME

The name of the corporation is BLAINE COUNTY SENIORS' COUNCIL, INC.

ARTICLE II

PRINCIPAL OFFICE

The post office address of the Corporation's principal office is P. O. Box 490, City of Hailey, State of Idaho.

ARTICLE III

DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE IV

The purpose for which this corporation is formed and is to be conducted and operated is as follows:

(a) To coordinate, conduct, maintain and operate an organization for the cultivation of friendship, the development of mutual interests, sharing of social, educational and recreational projects, and the provision of medical and nutritional services for all senior citizens in the Blaine County area, State of Idaho, and to transact all business properly connected with or incident to any or all of the objects and purposes of this corporation.

(b) To purchase, have, hold, lease, use and take possession of, own and enjoy any real or personal property necessary or incident to, or connected with the purposes of this corporation, and to sell, lease, alienate and dispose of the same at the pleasure of the corporation.

(c) To borrow or raise money for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes,

drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation.

(d) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or influence from the terms of any other clause, but shall be regarded as independent purposeses and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein.

(e) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and

powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

ARTICLE V

CAPITALIZATION AND CONDITIONS OF MEMBERSHIP

(a) This corporation shall not have any capital stock but shall admit members to the corporation by issuing certificates of membership as will be provided for in the By-Laws of this corporation.

(b) Voting power of the members of this corporation shall be equal and each member shall have one vote only.

(c) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, and will not be conducted for the purpose, directly or indirectly, for fixing the price, or regulating the production of any article of commerce, or of produce of the soil, or of consumption by the people.

(d) Membership in this corporation shall not be assignable and cannot be terminated or cancelled so long as the member complies with these Articles of Incorporation, By-Laws to be adopted hereunder, and the Rules and Regulations adopted by the Board of Directors for the government of the members of this corporation.

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

(f) Membership in this corporation shall not be limited. The signers of these Articles of Incorporation shall be members of this corporation immediately upon adoption thereof. New members may be admitted upon compliance with the provisions provided therefore in the By-Laws.

(g) The members of this Association shall never be or become liable for the payment of any of the debts or liabilities of the Association, and the private property of the members shall not be subject to or liable for the payment of Association debts to any extent whatever.

ARTICLE VI

DIRECTORS

The government of this corporation, and the management of its affairs shall be vested in a Board of Directors consisting of not less than five nor more than fifteen members, and within such limits, the number, qualifications, term of office, manner of election, and powers and duties of the Directors shall be fixed and may be altered from time to time, as may be provided for in the By-Laws. The incorporators shall act in the capacity of

directors of this corporation until their successors are elected and qualify. The corporation shall have the right to prescribe through its By-Laws for any matters and things which pertain to the Directors, including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these Articles.

ARTICLE VII

MEETINGS

The annual meeting of this corporation shall be held at such time and place as may be provided for in the By-Laws. Such other meetings of the members and of the Board of Directors shall be held as may be provided for in the By-Laws.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended or altered by two-thirds vote of all members of the corporation present at any regular meeting thereof, or any special meeting, called for that purpose, provided that a quorum, as specified in the By-Laws of this Association, or laws of the State of Idaho, be present and Notice of the Proposed Change has been given the members ten days before the meeting.

IN WITNESS WHEREOF, we have hereunto set our hands,
this 1ST day of OCTOBER, 1974.

Cheryl Leppia
Cheryl Leppia, Ketchum, Idaho

Kenneth Chermak
Kenneth Chermak, Ketchum, Idaho

Gary Steinbach
Gary Steinbach, Ketchum, Idaho

Vida G. Toneri
Vida Toneri, Bellevue, Idaho

Thelma McRoberts
Thelma McRoberts, Ketchum, Idaho

STATE OF IDAHO)
) ss.
County of Blaine)

On this 1ST day of OCTOBER, 1974, before me, the undersigned, a Notary Public, personally appeared CHERYL LEPPLA, KENNETH CHERMAK, GARY STEINBACH, VIDA TONERI, and THELMA McROBERTS, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1ST day of OCTOBER, 1974.

Lawrence J. Young
Lawrence J. Young
Notary Public for Idaho
Residing at Ketchum, Idaho
Commission expires: 6/25/77