

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

COMMUNITY SHARES OF 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 COMMUNITY SHARES OF 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: April 23, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By 

ARTICLES OF INCORPORATION  
OF

APR 23 1 52 PM '93  
SECRETARY OF STATE

COMMUNITY SHARES OF IDAHO, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Community Shares of Idaho, Inc. The Corporation may do business under the name of Giving Options Fund.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 11733 Reutzel Drive, Boise, Idaho 83709, and the name of the initial registered agent at this address is P. Maureen Bock-Dill.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To promote the interests of non-profit organizations working for social and economic justice, a healthy environment, and the stewardship of lands and natural resources.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### ARTICLE VI. 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### ARTICLE VII. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any nonprofit organization may become a member of the Corporation upon acceptance by the current member groups and payment of the annual dues fixed by the Board of Directors.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals, each of whom, at all times, shall be a duly authorized representative of a member of the Corporation. The actual number of Directors shall be determined by the number of members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the member groups in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Name	Address
Roger Sherman	904 W. Fort, Boise, ID 83702
Mary Kelly McColl	4301 Franklin Road, Boise, ID 83705
Betsy Dunklin	817 W. Franklin, Boise, ID 83702
Suki Mallena	413 W. Idaho, Boise, ID 83702

## **ARTICLE IX. MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership. Some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

## **ARTICLE X. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to the member groups that qualify as exempt organizations under Section 501(c)(3), as amended from time to time, in such manner as the Board of Directors shall determine. 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 for such purposes or to such organizations, as said court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI. INCORPORATOR**

The name and street address of the incorporator is P. Maureen Bock-Dill, 11733 Reutzel Drive, Boise, ID 83709.

**ARTICLE XII. BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 23rd day of April, 1993.

  
P. Maureen Bock-Dill

IDAH0 SECRETARY OF STATE  
19930423 0900 69509 2  
CK #: 974 CUST# 1  
CORPORATIO 1@ 20.00= 20.00

\* :