

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

PETE T. CENARRUSA

~~I, XXXXXXXXXXXXXXXXXX~~ 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

EL-ADA, INC.

was filed in the office of the Secretary of State on the Eighth day of September A. D. One Thousand Nine Hundred Sixty-seven and ~~will be~~ will be duly recorded on ~~XXXXXXXX~~ 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

Boise.

in the County of

Ada.

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 8th day of September,

A.D., 1967

PETE T. CENARRUSA
Secretary of State

By Deputy

Secretary of State.

ARTICLES OF INCORPORATION OF

EL-ADA, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, and all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE 1

The name of this corporation shall be El-Ada, Inc.

ARTICLE 2

The purpose of this corporation shall be to provide those services now beyond the reach and otherwise to assist the disadvantaged and economically deprived individuals to deal with their own problems of economic self-improvement and poverty; to receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purpose of this corporation; to apply for and receive grants, matching funds, and other assistance from any agency of the state and federal government; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit.

Recognizing that there are at present two corporations in existence in Ada and Elmore Counties of the State of Idaho, ADA COUNTY COMMUNITY ACTION AGENCY, INC., hereafter referred to as the Ada County Committee and the CITIZENS FOR COMMUNITY ACTION, INC., hereafter referred to as the Elmore County Committee, which have similar purposes to those of El-Ada, Inc., this corporation states that its primary purposes are: 1) to serve as a Community Action Agency under the provisions of the Economic Opportunity Act of Congress in cooperation with the above named committees; 2) to act as the applicant agency for these two committees; 3) to coordinate the activities of these two committees; 4) to hire and supervise personnel who will work in both counties; 5) to assist both the said committees to achieve their purposes.

El-Ada, Inc. recognizes that the members of each of the said committees are likely to know best the problems of their respective counties and therefore, it shall be the policy of this corporation that programs to solve these problems shall be presented by the committee of each respective county. If both shall be considering the same type of project at the same time, each would present their own proposal to this corporation and the two would be joined into one project. However, since conditions may be different in the two counties, it shall not be in any way required that projects which are proposed for one county be also carried out in the other. The Ada County Committee and the Elmore County Committee shall have the right to propose any project they wish for their respective counties, and this corporation shall have the obligation of accepting it and in turn, presenting it to the proper governmental agency. However, if some of the members of the Board of Directors of El-Ada, Inc. shall oppose it or believe that it should be modified, they shall have the right to

file an explanation of their position along with the application for the project.

It shall be the policy of El-Ada, Inc. that personnel to be hired to work exclusively in one or the other of the said counties shall be approved by the Board of Directors of that county. Personnel who will work in both counties shall be hired by the Board of Directors of this corporation with the prior approval of the Board of Directors of both the said county committees. In the event of disagreement priority shall be given to the position of the committee from the county in which the said personnel will work the greater part of the time.

ARTICLE 3

This corporation shall have perpetual existence.

ARTICLE 4

Charter membership in this corporation shall consist of the incorporators and those who sign the by-laws within a month after incorporation; future membership shall be provided for in the by-laws of this corporation. The rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other member, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively for carrying out and attaining the objectives of this corporation.

ARTICLE 5

The number of directors shall not be less than six nor more than thirty and there shall be an equal number representing the two counties. Each director shall be a member of this corporation and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors shall be prescribed by the by-laws of the corporation. The Board of Directors shall have power to conduct all of the affairs of the corporation.

ARTICLE 6

The officers of this corporation shall be president, vice-president, secretary, and treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the by-laws of the corporation.

ARTICLE 7

The registered office of El-Ada, Inc. shall be at Boise, Idaho.

ARTICLE 8

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed as their interest appears, exclusively to charitable, religious, scientific, literary, or educational organizations or the Federal Government which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 9

These Articles of Incorporation may be amended after

approval by the Board of Directors, by a simple majority of the voting members of the corporation at a special meeting called for this purpose or at a regular meeting upon notice to each member of at least ten (10) days prior to such regular meeting or special meeting of the intention to consider such amendment.

ARTICLE 10

The registered office of this corporation is at 202 East 42nd Street, Boise, Idaho. The names and addresses of the incorporators are:

Francis H. Hicks
Box 729, Mountain Home, Idaho

Robert M. Rowett
488 E. 6th No., Mountain Home, Idaho

Carmen M. Rivera
Box 546, Glens Ferry, Idaho

Maurine A. Darling (Mrs. Elden Darling)
3301 Rose, Hill, Boise, Idaho

Mrs. Donna March
3101 Moore Street, Boise, Idaho

Carl A. Darlow
2802 Laurelhurst, Boise, Idaho

STATE OF IDAHO)
) ss.
County of Elmore)

On this 10th day of July, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared FRANCIS H. HICKS, ROBERT M. ROWETT, and CARMEN M. RIVERA, 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 affixed my official seal the day and year in this certificate first above written.

Charles Thomas
Notary Public for Idaho
Residing at Mountain Home, Idaho

State of Idaho)
)ss.
County of Ada)

On this 8th day of September, 1967, before me, Margaret Lawrence, a Notary Public in and for said County and State, personally appeared Mrs. Donna March, known to me to be the person whose name is subscribed to the foregoing articles of incorporation, and acknowledged to me that she executed the same as an incorporator.

Margaret Lawrence
Notary Public
Residing at Boise, Idaho

State of Idaho)
)ss.
County of Ada)

On this 8th day of September, 1967, before me, Margaret Lawrence, a Notary Public in and for said County and State, personally appeared Mrs. Marine S. Darling, known to me to be the person whose name is subscribed to the foregoing articles of incorporation, and acknowledged to me that she executed the same as an incorporator.

Marine S. Darling
Margaret Lawrence
Notary Public
Residing at Boise, Idaho