

State of Idaho

Department of State

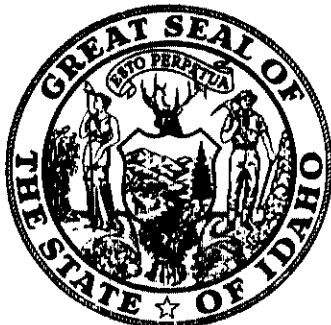
CERTIFICATE OF INCORPORATION OF

ROSS PARK ZOOLOGICAL SOCIETY, INC.
File number C 106427

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 ROSS PARK ZOOLOGICAL SOCIETY, 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: May 24, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Suko*

MAY 24 8 55 AM '94
SECRETARY OF STATE

IDAH0 SECRETARY OF STATE
19940524 0900 82992 2
CK #: 7228 CUST# 2710
COMP 10 30.00= 30.00

: C

ARTICLES OF INCORPORATION
OF
ROSS PARK ZOOLOGICAL SOCIETY, INC.
A NONPROFIT CORPORATION

KNOWN ALL PERSONS BY THESE PRESENTS:

We, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a Nonprofit Corporation under the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-3-1 to 30-3-145 and all laws amendatory and supplementary, and for such purpose, do hereby associate ourselves and make, sign and acknowledge, certify, adopt and file this certificate and Articles of Incorporation for that purpose as follows:

ARTICLE I

Name of Corporation

The name of this Corporation shall be and is Ross Park Zoological Society, Inc.

ARTICLE II

Nonprofit Status

The Corporation is a nonprofit Corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-3-1 to 30-3-145, as hereinafter amended.

This Corporation is not organized for pecuniary profit. This Corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings or assets (if any) of the Corporation shall inure to the benefit or, be distributable to, nor shall dividends be paid to, any member, director, officer, or any other private person at any time whatsoever. Provided that, the Corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth in Article IV (below).

No 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 publishing, 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 (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Duration

The purpose of the duration of this corporation is unlimited and of perpetual duration.

ARTICLE IV

Purposes

The purposes for which the Corporation is organized are:

A. Specific and Primary Purposes:

Section One. The primary purposes for which this corporation is formed are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including, without limitation: The acquisition and maintenance of animal and plant life collections and specimens for the study and promotion of zoology, natural history and wildlife conservation and for the education and recreation of the public.

Section Two. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, organization (of any kind or nature) such as corporations, firms, associations, trusts, institutions, foundations or government bureaus, departments or agencies.

Section Three. Upon the winding up and dissolution of this corporation, the assets remaining after payment, or provision for payment, of the debts and liabilities of the Corporation shall be distributed in a manner which furthers the purposes of the Corporation, including, without limitation, distribution to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable, scientific and/or educational purposes and which have established their tax-

exempt status under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended. The first choice for such distribution shall be a Pocatello Zoo Trust Fund.

B. Powers: In furtherance of, but not in limitation of, the foregoing purposes, the Corporation shall have the following general purposes and powers:

Section One. To acquire, purchase, construct, own, hold, invest in, lease, manage, develop, maintain, rehabilitate, improve, sell, exchange or otherwise dispose of and deal in real and personal property, whether improved or unimproved, and any interest therein, of every kind and description.

Section Two. To borrow money and execute such evidence of indebtedness and such contrasts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreement or other instruments as may be necessary.

Section Three. To do any lawful act of thing necessary or proper to carry out the foregoing purposes and powers. To exercise all other rights and powers conferred upon NonProfit Corporations formed under the general Nonprofit Corporation Act and (consistent with the above) the Idaho Business Corporation Act of the State of Idaho.

Section Four. Provided, however, that the Corporation shall not engage in any activity whatsoever, including those mentioned above, there are not in furtherance of the charitable purpose of the Corporation. Further, all the foregoing purposes and powers shall be exercised exclusively for charitable purposes and in such manner that the Corporation shall qualify as a tax exempt organization under the Internal Revenue Code of the United

States of American and applicable Idaho State Tax Statutes, including Internal Revenue Code §501(c)(3), as they are currently or shall hereinafter be in force and effect.

ARTICLE V

Membership

Section One. The Corporation is to have members.

Section Two. The members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

Section Three. The management of the affairs of the Corporation shall not be managed by the members but shall instead be managed by a board of directors elected by the members.

Section Four. The qualifications, voting rights, and other pertinent matters regarding membership in the Corporation shall be specified in Bylaws of the Corporation.

ARTICLE VI

Street Address of Office and Agent

The street address of the initial registered office of the Corporation is:

M. Jay Meyers
McDevitt, Meyers & Thomsen
~~Post Office Box 4747~~ 7th + Lander
Pocatello, Idaho 83205-4747

The name of Corporation's initial registered agent at this address is: M. Jay Meyers.

ARTICLE VII

Directors of Corporation

The number of directors constituting the initial board of directors shall be nine (9). The names and addresses of the

persons who are appointed to act in the capacity of Directors until the election of their successors are:

1. Christine D. Knox, 7727 Katsilometes Rd, Pocatello, ID 83204.
2. Wayne E. Taysom, 3785 S. Old Highway 91, McCammon, ID 83250.
3. Kate DeLate, 12 Fordham, P.O. Box 4967, Pocatello, ID 83205.
4. Kathryn Snyder, P.O. Box 457, Inkom, ID 83245.
5. Roger Griffin, 306 S. Johnson, Pocatello, ID 83204.
6. M. Jay Meyers, P.O. Box 4747, Pocatello, ID 83205.
7. Hayden Lambson, 1512 Ridgeway Crt., Pocatello, ID 83201.
8. Jeffrey Anderson, 6 Dartmouth, Pocatello, ID 83201.
9. Julie Jorgenson, 58 Cedar Hills Drive, Pocatello, ID 83201.

ARTICLE VII

Management of Corporation by Directors

Section One. The management of all the affairs and business of the Corporation shall be vested in the Board of Directors.

Section Two. The number, classification, qualifications, powers, duties, terms of office, manner of election and time and places for (any quorum at) meeting of the Board of Directors shall be prescribed by the Board of Directors by two-thirds (2/3) affirmative votes and recorded in the BYLAWS of the Corporation.

Section Three. The Board of Directors may adopt any other Bylaws by a two-thirds (2/3) vote that will further the purposes of the Corporation as established in Article IV.

Section Four. All other actions by the Corporation shall be decided upon by a MAJORITY VOTE of the Board of Directors and placed in Records of the Corporation in the form of a RESOLUTION.

Section Five. The OFFICERS of the Corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the Corporation.

ARTICLE IX

Indemnification and Insurance for Directors

Any person (and the heirs, executors and administrations of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the corporation shall be indemnified by the Corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the Director is liable for intentional misconduct or gross negligence.

The Board of Directors may establish insurance to ensure this indemnification, as they deem necessary, in the Bylaws of the Corporation.

ARTICLE X

The name and address of each incorporator of the Corporation is as follows:

1. Christine D. Knox, 7727 Katsilometes Rd, Pocatello, ID 83204.
2. Wayne E. Taysom, 3785 S. Old Highway 91, McCammon, ID 83250.
3. Kate DeLate, 12 Fordham, P.O. Box 4967, Pocatello, ID 83205.
4. Kathryn Snyder, P.O. Box 457, Inkom, ID 83245.
5. Roger Griffin, 306 S. Johnson, Pocatello, ID 83204.
6. M. Jay Meyers, P.O. Box 4747, Pocatello, ID 83205.
7. Hayden Lambson, 1512 Ridgeway Crt., Pocatello, ID 83201.

8. _____
9. _____
10. _____
11. _____
12. _____

IN WITNESS WHEREOF, the following persons acknowledge that they are residents of the State of Idaho and have joined together with those other hereto signed to incorporate this Corporation as a nonprofit Corporation.

- | | |
|-----------------------------|---------------------------|
| 1. <u>Christine D. Knox</u> | 2. <u>Janet L. Taylor</u> |
| 3. <u>Kate Delato</u> | 4. <u>Kathryn Snyder</u> |
| 5. <u>Roy Liffin</u> | 6. <u>M. J. Meyer</u> |
| 7. <u>Hayden Lamberson</u> | 8. _____ |
| 9. _____ | 10. _____ |
| 11. _____ | 12. _____ |

STATE OF IDAHO)
 :SS
County of Bannock)

On this _____ day of _____, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared:

1. Christine D. Knox

2. Dwight R. Johnson

3. Kate Delate

4. Kathleen Snyder

5. Roger Griffin

6. M. J. Meyer

7. Hayden Lambo

8. _____

9. _____

10. _____

11. _____

12. _____

known to me to be the persons whose name 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.

(SEAL)

W. J. England
Notary Public for Idaho
Residing in Pocatello, Idaho
My Commission Expires 9/1/95