

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**2011 JAN -7 PM 3: 13**

**NEWSPAPER ASSOCIATION OF IDAHO, INC.**

**SECRETARY OF STATE  
STATE OF IDAHO**

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"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I  
NAME**

The name of the Corporation is:

**"NEWSPAPER ASSOCIATION OF IDAHO, INC."**

**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  
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the initial registered office is 333 Northgate Mile, Idaho Falls, Idaho 83403 and the name of the initial registered agent at this address is Roger Plothow.

**ARTICLE V  
PURPOSES**

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

- a. To unite newspaper publishers and allied crafts of the state of Idaho into a voluntary, cooperative association to promote the general welfare of the publishing profession;
- b. To keep the association's members advised of legislation, regulations and legal activity that affect the newspaper publishing business and to take any action that the membership deems appropriate to create a healthy business environment for the publishing profession;
- c. To further the interests of good public policy in the state of Idaho by protecting and promoting open public records and the free flow of information and access to government decision-making;

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- d. To foster and advance the freedom of the press and freedom of speech in the state of Idaho, and to take any action which the membership deems appropriate to guarantee the freedom of speech and of the press;
- e. To arrange for, promote and distribute legal advertising in the state of Idaho;
- f. For any other purpose lawful in the state of Idaho.

## **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. Notwithstanding any other provisions 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)(6) 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, including voting rights, as provided in the Act and as are consistent with the management authority that these Articles grant the Board of Directors of the Corporation, and in accordance with the duly adopted Bylaws of the Corporation. A qualified newspaper publishing company or other enterprise, organization, or individual person interested in the printing or newspaper publishing business, in accordance with the Corporation's Bylaws, may become a member of the Corporation upon 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 number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. However, under no circumstances shall the number of Directors be less than three (3). Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation 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:

<u>NAME</u>	<u>ADDRESS</u>
Roger Plathow	333 Northgate Mile, Idaho Falls, Idaho 83403
Mi-Ai Parrish	1200 North Curtis Road, Boise, Idaho 83706
Nathan Alford	409 S. Jackson, Moscow, Idaho 83843

**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 and 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 such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 the purposes or to such organizations.

**ARTICLE XI  
INCORPORATOR**

The name and street address of the incorporator is Roger Plathow, 333 Northgate Mile, Idaho Falls, ID 83403.

**ARTICLE XII  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 5<sup>th</sup> day of January, 2011.

A handwritten signature in black ink, appearing to read 'Roger Plathow', is written over a horizontal line.

Roger Plathow, Incorporator