

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PANHANDLE ASTRONOMERS, LTD.

File number C 107777

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 PANHANDLE ASTRONOMERS, LTD. 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: September 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ORIGINAL

ARTICLES OF INCORPORATION
OF
PANHANDLE ASTRONOMERS, LTD.

IDaho SECRETARY OF STATE
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The undersigned, being over the age of eighteen (18) years,
for the purpose of forming a corporation under the Idaho
Nonprofit Corporation Act and consistent with the provisions of
Section 501(c)(3) of the United States Internal Revenue Code of
1986 or the corresponding provision of any future United States
Internal Revenue law (herein "Code"), hereby certifies and adopts
the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "PANHANDLE
ASTRONOMERS, LTD." and its existence shall be perpetual.

ARTICLE II.

This Corporation is organized exclusively for scientific or
educational purposes, within the meaning of Section 501(c)(3) of
the Code. No part of the assets or net earnings of this
Corporation shall inure to the benefit of or be distributable to
its officers, directors, or other private persons (except that
the Corporation shall be authorized to pay reasonable compensa-
tion for services rendered and make payments and distributions in
furtherance of its purposes as set forth herein). No part of the
Corporation's activities shall be or consist of carrying on
political propaganda or otherwise attempting to influence legis-
lation. The Corporation shall not participate in or intervene in
the publishing or distribution of statements with regard to any
political campaign on behalf of any candidate for public office.

Within the foregoing limitations, the objects and purposes
of the Corporation shall be for promoting, teaching,
investigating, and research in astronomy. In furtherance of the
purposes of the Corporation, it is the intent of the incorporator
that the Corporation have all powers conferred by the laws of the
state of Idaho on nonprofit corporations, consistent with its

qualification under Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by:

- (1) An organization exempt under Section 501(c)(3) of the Code; or
- (2) An organization, contributions to which are deductible under Section 170(c) of the Code.

ARTICLE III.

This nonprofit Corporation shall have members, and shall exist as a membership Corporation. Directors shall be appointed by a majority vote of the membership.

ARTICLE IV.

1. Participation in management and ownership of the Corporation shall be by membership only. The Corporation shall issue no stock and shall have no shareholders.

2. Membership shall be open to all persons having an interest in astronomy and shall be in accordance with these Articles of Incorporation, and the Bylaws of the Association.

3. Membership in the Corporation shall not be transferred, pledged, or alienated in any way. Any attempt to make a prohibited transfer is void.

4. The Corporation shall have one class of voting membership, with each member having one (1) vote with respect to all matters upon which a vote is to be taken.

5. Except where otherwise expressly provided in the Articles of Incorporation, or the Bylaws, any action by the Corporation which must have the approval of the Corporation membership before being undertaken, shall require the majority vote of the membership present at a meeting where such action is to be taken.

ARTICLE V.

1. The location and post office address of the registered office of this Corporation in this state shall be 250 Northwest Boulevard, Suite 102, Coeur d'Alene, Idaho, 83814-2971.

2. The registered agent of this Corporation at that address shall be R. Wayne Sweney.

ARTICLE VI.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for exempt Section 501(c)(3) purposes, or to such organization or organizations organized, and operated exclusively for educational, charitable, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Kootenai County, Idaho, but exclusively for such purposes or to such organization or organizations, as said court shall determine, but which are then organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE VII.

1. The affairs of this Association shall initially be managed by a Board of Directors, who shall be Members of the Corporation. The management of this Corporation and regulation of its affairs will be governed by its Board of Directors.

2. In compliance with the Idaho Nonprofit Corporation Act, this Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise, with one or more of its directors or officers or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors or officers.

3. The number of directors shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws. The first directors of this Corporation shall be three (3) in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Allen Taylor	5500 English Point Rd. Hayden, Idaho 83835
Dale Fiske	E. 4735 Woodland Drive Post Falls, Idaho 83854
Jeff Groth	E. 1917 Sinto, Spokane, Wa. 99202

4. The term of the first directors shall be until the organizational meeting of this Corporation or until their successors are elected and qualified.

5. The Corporation shall indemnify its officers and directors to the full extent required or permitted by the Idaho Nonprofit Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (ii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

6. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

7. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

8. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

9. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

10. Any director elected by members may be removed, with or without cause, by two-thirds (2/3) of the votes of the membership voting at a special meeting called for that purpose.

ARTICLE VIII.

These Articles may be amended at any time and in any manner by the vote of two-thirds (2/3) of the votes of the membership of the Corporation voting at a special meeting called for that purpose; and provided further, that any such amendment shall not be inconsistent with the law.

ARTICLE IX.

The name and address of the incorporator is as follows:

Name	Address
Allen Taylor	5500 English Point Rd. Hayden, Idaho 83835

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 21 day of September, 1994.

Allen Taylor
Allen Taylor