

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**NEZ PERCE COUNTY SHERIFF'S AIR POSSEE INC.**

was filed in the office of the Secretary of State on the **Sixth** day of **March** A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **123** 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 **Lewiston** in the County of **Nez Perce** 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 **Sixth** day of **March**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

NEZ PERCE COUNTY SHERIFF'S AIR POSSEE INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a non-profit co-operative corporation under the laws of the State of Idaho, in compliance with Chapter 10, Title 30, Idaho Code, and for such purposes we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of this non-profit cooperative corporation shall be:

"NEZ PERCE COUNTY SHERIFF'S AIR POSSEE INC."

ARTICLE TWO

Purposes

This non-profit co-operative corporation is organized for the objects and purposes to be transacted and carried on are:

- (1) To constitute a non-profit, co-operative corporation with members composing a volunteer flying force for service in national, state or local emergencies in the maintenance of peace, law and order and to carry out search and rescue missions under the direction of the Sheriff of Nez Perce County, State of Idaho;
- (2) To cooperate, encourage and assist all other groups or individuals, which are working to accomplish one or more of said purposes.

To carry out such purposes, such corporation shall not be exclusive but such corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(a) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and/or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign;

(b) In the purchase or acquisition of property, business rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit to amount, to incur debt and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale, or other disposition, of bonds, debentures, obligations, negotiable and transfer instruments and evidences of indebtedness of all kind, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sale contract or otherwise;

(c) To appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation;

(d) To make by-laws not inconsistent with any existing law for the management of its business and property, and the regulation and conduct of its affairs;

(e) To conduct and sponsor sports, productions, shows

and contests of all kinds and any other type of promotions for the purpose of raising funds to carry out the work of the corporation as set out in Article II, paragraph 1 and 2 herein and, to enter into contracts or obligations of any type or kind essential, necessary or proper for said transaction and/or for the purposes of the corporation.

(f) To invest surplus funds from time to time at the discretion of the board of directors of the corporation;

(g) To receive donations and contributions from any person, firm, or corporation or other source to carry out the purposes of this Possee;

(h) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this corporation.

### ARTICLE THREE

#### Existence

This non-profit cooperative corporation shall have a perpetual existence.

### ARTICLE FOUR

#### Location

The principal office and place of business of this non-profit cooperative corporation shall be at Lewiston, in the County of Nez Perce, State of Idaho, but the corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation at such other places within the State of Idaho and the Board of Directors may decide upon and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

## ARTICLE FIVE

### Capital Stock

The non-profit cooperative corporation shall have no authority to issue capital stock.

## ARTICLE SIX

### Incorporators

The names and post office addresses of the incorporators of this non-profit cooperative corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth Cumpacker	Pound Lane, Clarkston, Washington
Ronald Caldwell	819 Burrell, Lewiston, Idaho
Melvin Daily	414 Park Avenue, Lewiston, Idaho
Robert Dyken	1104 7th St., Clarkston, Washington
W. A. Frye	2219 Cedar, Lewiston, Idaho
Tom Gatherer	817 3rd Street, Clarkston, Washington
Kenneth Gibbs	1113 14th Avenue, Lewiston, Idaho
Everett Long	North Lewiston, Idaho
John Pickard	North Lewiston, Idaho
Joseph Picavet	S 13th Street, Clarkston, Washington
William Rainville	506 Sycamore, Clarkston, Washington
William Reed	1376 Elm Street, Clarkston, Washington
Earl Sapp	613 Thain, Lewiston, Idaho
Stanley Hepler	Kendrick, Idaho
Clyde Martin	1808 2nd Street, Lewiston, Idaho
Frank Whitelock	2327 14th Avenue, Lewiston, Idaho
David Riggs	3329 9th, Lewiston, Idaho

## ARTICLE SEVEN

### Directors

The number of directors of this non-profit cooperative corporation shall be not less than three nor more than seven; and their number, terms of office, manner of elections, time and place of meetings, and powers of directors, and their duties, shall be such as are prescribed in the by-laws of this corporation.

The board of directors that will serve during the calendar year 1963 are:

<u>NAME</u>	<u>ADDRESS</u>
Stan Hepler	Kendrick, Idaho
Willard Reed	Clarkston, Washington
Earl Sapp	Lewiston Orchards, Idaho

Joseph Picavet  
Everett Long  
W. A. Frye

Clarkston, Washington  
Lewiston, Idaho  
Lewiston Orchards, Idaho

## ARTICLE EIGHT

### Membership

Membership in the non-profit cooperative corporation shall consist of the subscribers and those elected to membership as provided by the by-laws, however membership shall be limited to 30 persons. The rights or interests of all members in the said non-profit cooperative corporation shall be equal and no member can have or acquire greater interest therein than any other member, and no member shall hold more than one certificate of membership in the corporation. No member shall have the right to sell or transfer his membership in the corporation, or his rights or privileges as such, or to substitute another person as a member in his place; and no person may become a member of this association except by election by the board of directors or the members, and under such regulations as by-laws of the corporation may prescribe. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payment for actual services rendered or material furnished, and each member agrees that all funds of the corporation shall be used solely and exclusively for the carrying out and attainment of the purposes and objectives of the Possee. The number, classification, and qualification of members and the terms and conditions of admission of members; the time, mode, conditions and effect of expulsion or withdrawal from and of restoration to membership; the fees for admission, assessments or dues to carry on the activities of the corporation and reimbursement for services rendered and expenses incurred by the corporation for its

members, the time of payment and manner of collecting amounts due from members and for forfeiture of the interest of a member in the corporation for nonpayment thereof shall be provided for and specified in the by-laws of the corporation.

#### ARTICLE NINE

##### Officers

The officers of this non-profit cooperative corporation shall consist of a Commander, Vice-commander, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. All officers shall serve during the pleasure of the Board of Directors. Each of the officers shall have such powers as may be conferred upon him by the By-laws of the corporation.

#### ARTICLE TEN

##### DISPOSAL OF PROPERTY UPON DISSOLUTION

If ever this non-profit cooperative corporation should ever cease to exist or surrender its charter or have its charter forfeited for any cause, and not seek reinstatement as permitted by law, all of its assets and property of every kind and character and wherever situate shall, subject to the payment of any debts and obligations of the corporation become the property of the Board of County Commissioners of Nez Perce County, in the State of Idaho and its successors, to be held by said Board and its successors for the benefit of the public.

#### ARTICLE ELEVEN

##### By-Laws

The by-laws of this non-profit cooperative corporation shall be adopted at the organization meeting of the incorporators and may thereafter be modified or amended by the board of

directors, subject, however, to the proposed modifications or amendments receiving the approval of two-thirds of the members present at a meeting held for said purpose, after a ten (10) day written notice to each member.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 5th day of ~~February~~ <sup>March</sup>, 1963.

<u>Stanley Hepler</u>	<u>Robert F. Dyken</u>
<u>W.A. Frye</u>	<u>Tom Gatherer</u>
<u>Frank A. Whitelock</u>	<u>John Pickard</u>
<u>David S. Riggs</u>	<u>Ron Caldwell</u>
<u>William Reed</u>	<u>William Rainville</u>
<u>Earl Sapp</u>	<u>Melvin S. Daily</u>
<u>Joseph A. Picavet</u>	<u>Kenneth Gibbs</u>
<u>Kenneth Cumpacker</u>	<u>Clyde F. Martin</u>
<u>Everett Long</u>	

STATE OF IDAHO                     )  
COUNTY OF NEZ PERCE         ) ss

On this 5th day of ~~February~~ <sup>MARCH</sup>, 1963, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared KENNETH CUMPACKER, RONALD CALDWELL, MELVIN DAILY, ROBERT DYKEN, W. A. FRYE, TOM GATHERER, KENNETH GIBBS, EVERETT LONG, JOHN PICKARD, JOSEPH PICAVET, WILLIAM RAINVILLE, WILLIAM REED, EARL SAPP, STANLEY HEPLER, CLYDE MARTIN, FRANK WHITELOCK and DAVID RIGGS, known to me to be the persons whose names are subscribed to the within and 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 hereinabove first written.

[Signature]  
Notary Public in and for the State of  
Idaho, residing at Lewiston, therein.