

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

KAPPA DELTA BUILDING CORPORATION

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 \_\_\_\_\_

KAPPA DELTA BUILDING CORPORATION

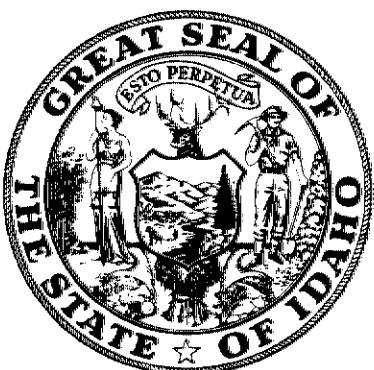
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

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 August 27, 19 86

*Pete Cenarrusa*  
SECRETARY OF STATE

*Tom Clark*  
Corporation Clerk



ARTICLES OF INCORPORATION OF KAPPA DELTA BUILDING CORPORATION

We, the undersigned, bona fide residents and citizens of the State of Idaho, all of whom are members of Kappa Delta Building Corporation, hereinafter referred to as Kappa Delta, a voluntary, social and benevolent association heretofore organized for the sole purpose of promoting social intercourse between its members, assisting worthy students at the University of Idaho chapter of Delta Chi Fraternity, a nationally recognized social fraternity, during their student days both socially and financially, and to provide a home for such of Delta Chi Fraternity members as desire to reside in its fraternity house in the city of Moscow, Idaho; in order to more effectually accomplish the objects, aims and purposes of said organization, do hereby this day associate ourselves together for the purpose of forming a non-stock, non-profit, benevolent corporation under and pursuant to the laws of the State of Idaho, and to that end do make, adopt, execute, acknowledge, verify and file the following articles of incorporation.

FIRST

The name of said corporation shall be Kappa Delta Building Corporation.

SECOND

The object and purposes of this corporation are exclusively benevolent and social, and in order to enable said corporation to carry out its benevolent and social aims, objects and purposes, it shall have power:

1. To acquire by purchase, gift, bequest, devise, lease, or otherwise, real and personal property in Moscow, Idaho, so situated and of such a character and amount as shall serve the purposes of this corporation as a fraternity house and home for its Delta Chi Fraternity members, and to hold title thereto absolutely, in fee, or for years exclusively for the use of said corporation and its members in carrying on its social and benevolent activities.

2. To build, maintain and operate a suitable home in the city of Moscow, Idaho, and fully equip the same for the use of its Delta Chi Fraternity

members in carrying out the objects, aims and purposes aforesaid. Said corporation shall also have power to own, hold, convey, lease, or otherwise dispose of any of such property in furtherance of the aims, purposes of its organization.

3. To incur such indebtedness as shall be necessary for the acquisition of such property real and personal and for the building and maintenance of such home and fraternity house for the purposes aforesaid.

4. To make, execute, issue and negotiate such contracts, notes, bonds, and other evidences of indebtedness as shall be necessary, convenient or proper for the purposes of securing funds to enable it to build or buy necessary property real and personal for the carrying out of its aims, objects and purposes, and to secure the payment thereof by mortgage, pledge, trust deed, or other security upon any or all of its property, real or personal. To do any and all lawful things essential thereto, and to enter into, execute and fully carry out any and all contracts necessary, convenient, expedient or proper to fully effectuate the purposes of this corporation.

### THIRD

Under no circumstances or conditions shall this corporation engage in any gainful business for the benefit or profit of its members or officers, or declare or distribute earnings, profits or dividends to any of its members or officers under any guise or pretext whatsoever. All funds and property of this corporation shall be held and devoted solely and exclusively for the following purposes:

1. The maintenance, up-keep and necessary expenses of the property held by it.

2. The payment of its indebtedness both principal and interest at the time the same shall fall due, and the payment of all its contracted obligations of every kind and nature.

3. All income over and above the sums required for the purposes aforesaid shall be devoted by the corporation solely to the carrying out of the social and benevolent purposes for which it is organized.

THE REGISTERED AGENT OF THIS CORPORATION SHALL BE RONALD R. WHITTUM, WHOSE REGISTERED OFFICE SHALL BE IN THE CITY OF GENESEE, LATAH COUNTY, IDAHO, AT 707 N. JACKSON, RT. 2, BOX 99.

The principal office and place of business of this corporation shall be in the city of Moscow, Latah County, Idaho, at 908 Blake Street.

FIFTH

This corporation shall exist in perpetuity.

SIXTH

The members of this corporation shall be alumni of the University of Idaho chapter of Delta Chi Fraternity, irregardless of having or not having received a degree at said, or any other, University, except as stated in Article Seven.

SEVENTH

The number of directors of this corporation shall be seven; consisting of five (5) Kappa Delta members and the President and Treasurer of the University of Idaho chapter of Delta Chi Fraternity.

EIGHTH

Prior to the execution of these articles of incorporation, to-wit, on the 26th day of September, 1985 Kappa Delta, the voluntary benevolent, social organization first herein mentioned, having been an incorporated organization from March 9th, 1923 until its planned expiration of March 9th, 1983, unknowingly operating as an unincorporated organization from March 10th, 1983 up to this present date of July 28th, 1986, in accordance with the by-laws in effect, held an election for directors in the city of Moscow, Latah County, Idaho, pursuant to notice as provided by law [section 30-311(a), Idaho Code, Idaho Nonprofit Corporation Act], which notice designated the time and place of holding said election and the purposes for which the same was to be held. Said notice was mailed to each member entitled to vote at such meeting, at his address as it appears on the records of the corporation, with postage paid thereon. Said meeting and election was held in the UCC building, located on the University of Idaho campus.

NINTH

At the time and place aforesaid, the same being the time and place fixed in said notice for the election of directors, a meeting of the members of said Kappa Delta Building Corporation was had and held pursuant to said notice, at which meeting a majority constituting a quorum of all members of said association were present, and all members so present voted at said meeting on all matters herein mentioned. At said meeting the following named persons were lawfully and regularly elected directors, each having been chosen by the majority ballot of the members of said association present at said meeting:

Ronald R. Whittum  
Joseph R. Anderson  
David McDowell

Further, that David Wisdom and Wayne Jensen were recognized as having one (1) year remaining on their respective terms as directors.

That Joseph Anderson, resident of the State of Idaho and David McDowell, resident of the State of Washington, Secretary and Treasurer respectively of said voluntary association were present at said meeting and were the officers conducting said election.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 28th day of July, 1986.

*Ronald R. Whittum*  
*Joseph R. Anderson*

*Wayne Jensen*  
*David R. McDowell*  
*David D. Wisdom*

State of Idaho )  
County of Latah ) ss.

On this 2nd day of August, 1986, personally appeared before me, a Notary Public of the State of Idaho, residing at Genesee, Latah County, in said State, the above named Ronald R. Whittum, Joseph R. Anderson and Wayne Jensen

to me known to be the person(s) who executed the foregoing Articles of Incorporation and acknowledged the same.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal this 2nd day of August, 1986.

*Joseph Anderson*  
Notary Public for the State of  
Idaho residing at Genesee,  
Latah County, in said State.

The names and addresses of the incorporators and initial board of directors, being one and the same, are as follows:

Ronald R. Whittum  
Rt. 2 Box 99  
Genesee, ID 83832

Joseph R. Anderson  
607 N. Jackson  
Genesee, ID 83832

David R. McDowell  
15209 N.E. 16th Place #46  
Bellevue, WA 98007

Wayne Jensen  
Rt. 2 Box 148  
Genesee, ID 83832

(4)

David D. Wisdom  
14925 Broad Ave.  
Spokane, WA 99216