



CERTIFICATE OF INCORPORATION
OF

MERIDIAN ROTARY CLUB, INC.

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 _____

MERIDIAN ROTARY CLUB, 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 February 8, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MERIDIAN ROTARY CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, WAYNE G. CROOKSTON, JR., DAVE SCHROEDER, DAN WHEELER and REED HANSON, each being persons of full age, residents of Ada County, State of Idaho, and citizens of the United States, associate ourselves together with the intention of forming a non-profit cooperative association under and by virtue of the powers conferred by Title 30 of Chapter 3 of the Idaho Code Annotated, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I

The name of this association shall be MERIDIAN ROTARY CLUB, INC.

II

The nature, objects and purposes of this association shall be:

a. To promote and practice truth; to promote fairness and to be fair; to promote and build goodwill and better friendships and to be of benefit to all people; to provide for avenues of service: 1) club service; 2) community service; 3) vocational service; and 4) international service.

b. To function as a Rotary Club affiliated with Rotary International; to conduct a civil and social welfare organization for the common benefit of the members of the community; and to take over, carry on and continue the affairs, property, obligations, business and objectives of the unincorporated club known as the Meridian Rotary Club.

c. To construct, buy, sell and exercise all privileges of ownership over such real and personal property as may be necessary and convenient for the purpose of this association, or for the operation and conduct of any business operated by this association or incidental thereto.

d. To levy assessments in the manner and amount as may be provided by the By-Laws of this association and the laws of the State of Idaho.

ARTICLES OF INCORPORATION - P. 1

AMBROSE,
FITZGERALD
& CROOKSTON

Attorneys and
Counselors

P.O. Box 427
Meridian, Idaho
83642
Telephone 888-4461

e. To borrow money from any person, firm or corporation and to issue notes, bonds, debentures or any other obligation of this association from time to time therefor, for any of the purposes or objects of this association, and to secure the payment of the same by mortgage, pledge, deed of trust, or other lawful means.

f. To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the purposes, or the attainment of any one or more of the objects herein enumerated, or conditions to, or expedient in, the interests of and the benefits of this association, and contract accordingly; and in addition, exercise and possess all powers, rights or privileges necessary or incidental to the purposes for which this association is organized or to the activity in which it is engaged; and in addition any other rights, powers and privileges, granted by the laws of the State of Idaho to any corporation, except such as are inconsistent with the express provisions of Title 30, Chapter 3, of the Idaho Code Annotated, and do any such things anywhere.

g. To use or employ any of its facilities, for any purpose, providing that the proceeds arising from such use and employment shall go to reduce the costs of its use to its members.

h. The corporation shall not engage in any business of a kind ordinarily carried on for profit, and nothing in the Articles of Incorporation or in the constitution or Bylaws shall authorize the corporation to, and the corporation shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the corporation shall be applied only to the non-profit purposes and objectives of the corporation as set forth herein, and no part thereof during membership or upon termination of membership shall enure to the benefit of any private member or individual.

i. Upon termination or dissolution of this corporation, the distribution of any surplus property and assets remaining after all the debts and obligations of the corporation have been paid and satisfied, shall be governed under the appropriate provisions granted to and vested in non-profit corporations, organized and existing under the present Statutes of the State of Idaho in any acts supplementary or amendatory thereof.

III

The period of existence and duration of the life of this association shall be perpetual.

IV

The name and address of the registered agent of this association shall be as follows: Dave Davenport, 2145 Woodmont, Meridian, Idaho 83642; and for purposes of the transaction of business of the association, the address of the principal office shall also be 2145 Woodmont, Meridian, Idaho 83642.

AMBROSE,
FITZGERALD
& CROOKSTON

Attorneys and
Counselors

P.O. Box 427
Meridian, Idaho
83642
Telephone 888-4481

ARTICLES OF INCORPORATION - P. 2

V

Under the terms and conditions described in the Bylaws of this association, this association shall permit as its active or working members any person who may qualify for membership according to such terms and conditions as may be prescribed by the Bylaws of the association, and, in addition thereto, there may be such additional inactive members as the Bylaws of this association may prescribe.

The voting power and property rights and interest shall be vested in the active or working members only, whose fees are fully paid and who are in good standing; and such interests shall be equal, and no active or working member can have or acquire a greater interest than any other active or working member. The membership fees of this association shall be fixed and determined by the Bylaws of the association, and when a member has paid his membership fees in full, he shall receive a certificate of membership. The Bylaws of this association shall prohibit the assignment of membership certificates except when such assignments are approved by a resolution of the Board of Directors of this association, and such other regulations as the Bylaws may prescribe and such restrictions shall be printed upon every membership certificate issued.

VI

The number of directors of this association shall be four or more, who must be active or working members of the association; the term of office for such directorships shall be set by the Bylaws; the names and residences of those who are to serve as directors for the first year or until the election and qualification of the successors are as follows:

ARTICLES OF INCORPORATION - P. 3

<u>NAME</u>	<u>ADDRESS</u>
Wayne G. Crookston, Jr.	Post Office Box 427 Meridian, Idaho 83642
Dave Schroeder	1114 West 11th Meridian, Idaho 83642
Dan Wheeler	751 E. River Heights Meridian, Idaho 83642
Reed Hanson	2926 Heritage Avenue Boise, Idaho 83705

IN WITNESS WHEREOF, the incorporators being directors of the association have hereunto set their hands and seals, in triplicate, this 7th day of February, 1983.

Wayne G. Crookston, Jr.
Wayne G. Crookston, Jr.

Dave Schroeder
Dave Schroeder

Dan Wheeler
Dan Wheeler

Reed Hanson
Reed Hanson

STATE OF IDAHO,)
) ss.
County of Ada,)

On this 7th day of February, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVE SCHROEDER, DAN WHEELER, and REED HANSON, known to me to be the persons who subscribed their names 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 in this certificate first above written.

Wayne S. Crookston, Jr.
Notary Public for Idaho
Residing at Meridian, Idaho

(SEAL)

AMBROSE,
FITZGERALD
& CROOKSTON

Attorneys and
Counselors

P.O. Box 427
Meridian, Idaho
83642

Telephone 888-4461

ARTICLES OF INCORPORATION - P. 4

STATE OF IDAHO,)
) ss.
County of Ada,)

On this 7th day of February, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared WAYNE G. CROOKSTON, JR., known to me to be the person who subscribed his name to the within and foregoing instrument, and acknowledged to me that he 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.


Notary Public for Idaho
Residing at Meridian, Idaho

(SEAL)

AMBROSE,
FITZGERALD
& CROOKSTON

Attorneys and
Counselors

P.O. Box 427
Meridian, Idaho
83642
Telephone 888-4461

ARTICLES OF INCORPORATION - P. 5