

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF INCORPORATION OF**

**THE IDAHO MILITARY HISTORICAL SOCIETY, 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 THE IDAHO MILITARY HISTORICAL SOCIETY, 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: June 30, 1993



*Pete T. Cenarrusa*  
**SECRETARY OF STATE**

By *[Signature]*

**ARTICLES OF INCORPORATION**  
of the  
**IDAHO MILITARY HISTORICAL SOCIETY, INC.**

Jun 30 1 39 PM '93  
SECRETARY OF STATE

The undersigned, being of legal age and a citizen of the United States and the State of Idaho, hereby signs and adopts the following Articles of Incorporation for the purpose of forming a non-profit corporation under the Idaho Nonprofit Corporation Act:

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of this Corporation is THE IDAHO MILITARY HISTORICAL SOCIETY, INC.

**ARTICLE II**  
**STATEMENT OF NONPROFIT STATUS AND EXISTENCE**

This Corporation is a nonprofit membership corporation and shall have perpetual existence.

**ARTICLE III**  
**PURPOSES AND POWERS OF THE CORPORATION**

This Corporation is organized EXCLUSIVELY for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code Section 501(c)(3) and Regulation Section 1.501(c)(3)(d), as amended (or the corresponding provisions of any future law). Subject to the limitations of Internal Revenue Code Section 501(c)(3) and Regulation Section 1.501(c)(3)(d), as amended (or the corresponding provisions of any future law), the charitable, educational, and scientific purposes of the corporation shall include the following:

1. To promote the appreciation of military history inasmuch as it has a direct and geographic relation to the history of the State of Idaho and the citizens and cultural traditions of the state.
2. To raise funds primarily in support of the purposes of the corporation as so stated within these articles, for the acquisition and maintenance of a museum, or for the State of Idaho Military Division's historical activities in general.
3. To perform service activities for the benefit of any historical activities undertaken by the State of Idaho Military Division.

4. To promote the acquisition and preservation of the oral, written and artifactual history of the Idaho National Guard and State Militia, or any military organization which was established or operated within the boundaries of the State of Idaho.
5. To foster, promote, and encourage a public appreciation of the origins and growth of the military and the part the military has played in the economic, social, and cultural history of Idaho.
6. The Corporation shall be empowered to acquire and hold real and personal property, but shall not be empowered to own historical documents or artifacts that rightfully belong to the Military Division of the State of Idaho and the people of the State of Idaho.
7. To do any and all things convenient and incidental to the purposes of the Corporation and to have and exercise all such powers as are conferred by law upon corporations of a like character.

#### ARTICLE IV BOARD OF DIRECTORS

Provisions for the organization, composition, election and terms of office of the Board of Directors of the Corporation are as follows:

A. Composition and Election: The Board of Directors of the Corporation shall be composed of at least three (3) but no more than twelve (12) members, who shall be elected at large by the general membership of the corporation in accordance with the Bylaws.

B. Terms of Office: The term of office for all members of the Board of Directors shall be three years. However, the initial elected Board shall be elected to staggered terms of 1, 2 and 3 years; one-third of the initial Board selected to fill the 1-year; one-third to the 2-year; and one-third to fill the 3-year positions. Thereafter, Directors shall be elected to fill these positions as they expire for a 3-year term so that one-third of the Board positions shall be filled each year.

#### ARTICLE V MEMBERS

There shall be one class of voting membership of the Corporation, the qualifications and privileges thereof shall be set out in the Bylaws. Non-voting and Honorary memberships may also be provided for in the Bylaws.

**ARTICLE VI  
REGULATION OF INTERNAL AFFAIRS**

Provisions for the regulation of the internal affairs of the Corporation, including the distribution of assets on dissolution or final liquidation, are as follows:

A. Bylaws: The Board of Directors shall conduct the business of the Corporation according to Bylaws which the Board shall establish and adopt. The Corporation's Bylaws shall include, but not be limited to, provisions for officers, organizational structure, elections, meetings, dues and finance, and decision-making.

B. Inurement: No part of the net earnings 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

C. Legislative and Political Activities: The Corporation shall not (1) devote more than an insubstantial part of its activities to or attempting to influence legislation by propaganda or otherwise, (2) directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or (3) have objectives or engage in activities which characterize the corporation as an "action" organization as defined in regulations under Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law.

D. Prohibited Activities: Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the provision of any future United States Internal Revenue Law) or (2) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

E. Distribution of Assets on Dissolution: Upon dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law (1) for one or more exempt purposes, (2) to the federal government for a public purpose, or (3) to a state or local government for a public purpose.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial office of the Corporation is: c/o State of Idaho, Military Division, P. O. Box 45, Boise, Idaho 83707-0045. The initial registered agent is William C. Miller; at that address. (Gowen Field)

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The number of initial directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial interim directors until replaced by an election of the members held in accordance with the Bylaws are:

| NAME:             | ADDRESS:                             |
|-------------------|--------------------------------------|
| WILLIAM C. MILLER | 2241 Ridgeview Wy, Boise ID 83712    |
| JOE A. ICENHOWER  | 333 Schmeizer Lane, Boise, ID 83706  |
| LOREN E. CALL     | 7404 W. Stirrup Ave, Boise, ID 83709 |

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is: William C. Miller, c/o State of Idaho, Military Division, P. O. Box 45, Boise, Idaho 83707-0045

IN WITNESS WHEREOF, I have set my hand and seal this Eighteenth day of June, 1993

  
\_\_\_\_\_  
WILLIAM C. MILLER

**ARTICLES OF INCORPORATION, 4**

IDAHO SECRETARY OF STATE  
19930630 0900 2896 2  
EX #: 10162036 CUST# 1  
CORP 10 20.00= 20.00

\* C