



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, 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

PAYETTE COUNTY HISTORICAL SOCIETY, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 10th day of June 1976 , original articles of amendment, as provided by Section 30-146 - 147 Idaho Code

and that the said articles of amendment contain the statement of facts required by law, and are will be / recorded on Film No. microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 10th day of June , A. D., 19 76 .

Secretary of State

AMENDED
ARTICLES OF INCORPORATION
OF
PAYETTE COUNTY HISTORICAL SOCIETY, INC.

'76 JUN 10 AM 9 30

1 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
2 citizens of the United States and of lawful age, have today volun-
3 tarily associated ourselves for the purpose of forming a non-profit
4 cooperative association under the provisions of Chapter 10, Title
5 30, Idaho Code, all other laws of the State of Idaho pertaining
6 thereto, and we hereby certify as follows:

7 ARTICLE I

8 The name of this corporation shall be the "PAYETTE COUNTY
9 HISTORICAL SOCIETY, INC."

10 ARTICLE II

11 The purpose of this corporation shall be to bring together
12 persons interested in the history of Payette County; to promote
13 further interest in the heritage of this area; to gather informa-
14 tion, objects, and materials relative to its history and develop-
15 ment; to carry on educational programs concerning the region; to
16 preserve its historic buildings; together with any activities or
17 purposes related thereto; to acquire title and hold title to such
18 real and personal property as may be necessary or desirable to carry
19 out its purpose, and to manage and operate any real or personal
20 property given or devised to or acquired by the corporation; to
21 sell, convey, dispose of, or exchange both real or personal pro-
22 perty, and to do any and all things convenient and incidental to
23 the purpose of the corporation, and generally to have and to exer-
24 cise all such powers as are by law conferred upon such corporation
25 of like character, and in carrying out the purpose of the corpora-
26 tion to do any and all things and exercise any and all powers not
27 prohibited by law, and not prohibited for non-profit corporations
28 qualifying under Section 501C, United States Internal Revenue Code,
29 but not for pecuniary profit. The Society is organized exclusively
30 for charitable, educational, and scientific purposes that qualify
31 as exempt under Section 501(c)(3) of the Internal Revenue Code of
32 1954 (or corresponding provision of any future United States Internal

1 Revenue Law.)

2 ARTICLE III

3 This corporation shall have perpetual existence.

4 ARTICLE IV

5 Qualifications of members shall be provided in By-laws of the
6 corporation. A membership certificate shall be issued to each
7 member. The rights and interests of all members shall be equal,
8 and no member shall have or acquire greater interest therein than
9 any other member, and no member shall hold more than one certificate
10 of membership in this corporation. This corporation shall never
11 issue any capital stock. No member of the corporation shall ever
12 receive any part of the net earnings of said corporation, but he
13 shall not be debarred from receiving payment for services actually
14 rendered or material furnished, and each member agrees that all
15 funds of this corporation shall be used solely and exclusively
16 to carry out and to attain the objectives of this corporation.

17 ARTICLE V

18 The number of directors of this corporation shall be not less
19 than five nor more than thirty, each of whom shall be member of this
20 corporation, and the number, qualifications, and terms of office,
21 manner of election, time and place of calling meetings, and powers
22 and duties of the directors shall be prescribed in the By-laws of
23 the corporation. The board of directors shall have power to con-
24 duct all of the affairs of the corporation.

25 The officers of this corporation shall be a president, vice-
26 president, secretary, and treasurer, and such other officers as
27 the board of directors shall deem necessary. Each of the officers
28 shall have such powers as are conferred by the By-laws of the corpora-
29 tion. Officers shall be chosen by and shall hold office during the
30 pleasure of the board of directors.

31 ARTICLE VI

32 An annual meeting of the membership of the corporation shall be

1 held upon a date provided for in the By-laws of the corporation.

2 ARTICLE VII

3 Notwithstanding any term or provision of any article hereof,
4 this corporation is organized and shall be operated exclusively for
5 religious, charitable, scientific testing for public safety, liter-
6 ary or educational purposes, and not part of the net earnings of
7 this corporation shall inure to the benefit of any private share-
8 holder or individual, and no substantial part of the activities of
9 this corporation shall be the carrying on of propaganda or otherwise
10 attempting to influence legislation and this corporation shall not
11 participate in or intervene in (including the publishing or distri-
12 buting of statements), any political campaign on behalf of any candi-
13 date for public office, and the purposes of this corporation and
14 the authorized activities of this corporation shall be limited to
15 those specifically stated in this article, it being intended that
16 the powers and purposes of this corporation be limited to those ex-
17 clusively described in this article so that this corporation may
18 enjoy exemption from taxation as an exempt organization under
19 Internal Revenue Code 501 (c) (3) and more specifically so that
20 this corporation qualifies as an exempt organization under the pro-
21 visions of said Section 501 (c) (3), this corporation being organiz-
22 ed solely for non-profitable purposes and more specifically for the
23 non-profitable purpose of bringing together persons interested in
24 the history of Payette County; to promote further interest in the
25 heritage of this area; to gather information, objects, and materials
26 relative to its history and development; to carry on educational
27 programs concerning the region; to preserve its historic buildings;
28 together with any activities or purposes related thereto; to acquire
29 title and hold title to such real and personal property as may be
30 necessary or desirable to carry out its purpose, and to manage and
31 operate any real or personal property given and devised to or ac-
32 quired by the corporation; to sell, convey, dispose of, or exchange

1 both real or personal property, and engaging in acts incidental
2 thereto, said purpose being in the promotion of social welfare,
3 being non-profitable, and this corporation being organized and
4 operated exclusively as herein stated. This corporation may engage
5 in activities incidental to the purposes herein stated and in
6 furtherance of those purposes may perform such acts and engage in
7 such activities as are incidental hereto. This article shall be
8 deemed to be a limitation upon the extent of activities that this
9 corporation may engage in, and, except to the extent such activities
10 are restricted or modified by the terms of this article, this
11 corporation may perform all other acts described in all other
12 articles of this Articles of Incorporation unless such acts are
13 restricted, prohibited, or modified by the terms of this article.

14 ARTICLE VIII

15 In the event of dissolution of this corporation, the disposal
16 of assets or property shall be determined at the time of such dis-
17 solution by the directors, provided that such assets or property
18 may be transferred only to a non-profit corporation or any agency
19 of government duly qualified under the regulations of Section 501
20 (c), United States Internal Revenue Code, and having objects or
21 purposes similar to those to which this corporation is devoted; pro-
22 vided further that in no event shall any of the assets or property,
23 in the event of dissolution thereof, go or be distributed to members,
24 either for the reimbursement of any sum subscribed, donated, or
25 contributed by such members, or for any other such purpose, it being
26 the intent that in the dissolution of this corporation, or upon
27 its ceasing to carry out the objects and purposes herein set forth,
28 the property and assets then owned by the corporation shall be
29 devoted to the carrying on of the function and purposes of this
30 corporation. Any such assets not so disposed of shall be disposed
31 of by the District Court of the County in which the principal office
32 of the corporation is then located, exclusively for such purposes

1 or to such organization or organizations, as said Court shall deter-
2 mine, which are organized and operated exclusively for such purposes.

3 ARTICLE IX

4 These articles may be amended after 10 days written notice to
5 all members, by a majority of the members voting at a regular meet-
6 ing or at a special meeting called to consider amendments.

7 ARTICLE X

8 The registered office of this corporation is at 700 Center
9 Avenue, Payette, Idaho, 83661

10 The names and address of the incorporators are:

11 Arthur E. Browning	1015 N. 4th St., Payette, Idaho
12 Robert J. Hanigan	901 N. 6th St., Payette, Idaho
13 Mary M. Pederson	725 N. 7th St., Payette, Idaho
14 Helen M. Wagner	Box 346, New Plymouth, Idaho
15 Christine McPike	1450 7th Ave. N., Payette, Idaho
16 Mary McPike	1019 Center Ave., Payette, Idaho P . O. Box 476

17
18 IN WITNESS WHEREOF, the parties hereto have hereunto set their
19 hands and caused this instrument to be executed in triplicate this
20 18 day of May, 1976.

21
22 Arthur E. Browning Helen M. Wagner
23
24 Robert J. Hanigan Christine McPike
25
26 Mary M. Pederson Mary McPike
27

28 STATE OF IDAHO)
29 County of Payette) ss.

30 On this 18 day of May, 1976, before me, the undersigned,
31 a Notary Public in and for the State of Idaho, personally appeared
32 Arthur E. Browning, Robert J. Hanigan, Mary M. Pederson, Helen M.
Wagner, Christine McPike, and Mary G. McPike, personally known to
me to be the persons whose names are subscribed to the foregoing

1 Articles of Incorporation, and severally acknowledged to me that
2 they executed the same.

3 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
4 official seal, the day and year in this certificate first above
5 written.

6 Dwaine L. Beeler
7 Notary Public for Idaho,
8 Residing at Payette, Idaho.
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