

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

CLEARWATER COWBELLES, INCORPORATED

was filed in the office of the Secretary of State on the **17th** day of **March** A. D. One Thousand Nine Hundred **Fifty-eight** and is duly recorded on Film No. **102** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Orofino** in the County of **Clearwater** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **17th** day of **March**, A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
CLEARWATER COWBELLES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the duly elected officers, directors and members of Clearwater Cowbelles, all of whom are bona fide residents of the State of Idaho; and which said Clearwater Cowbelles is an organization or society associated and banded together for benevolent, social, recreational and civic purposes, and not in any manner for profit; and after due notice having been given; have voluntarily associated ourselves together, and hereby do voluntarily associate ourselves together, and, under the terms and provisions of Chapter 11 of Title 30, Idaho Code, set forth articles of incorporation as follows, to-wit:

ARTICLE I

The name of this corporation shall be: CLEARWATER COWBELLES, INCORPORATED.

ARTICLE II

The principal office of and for this corporation, and the place where the business of the said corporation shall be transacted, is and shall be the City of Orofino, Clearwater County, Idaho.

ARTICLE III

The time for which this corporation is organized is perpetual and unlimited.

ARTICLE IV.

The purposes for which this corporation is formed are as follows, to-wit:

(1) To advance the general community interest; to promote the production and consumption of beef and beef products in the community; to advertise beef production and beef consumption;

and to educate the people of the community in the nutritional values of beef and beef products; and to provide, foster and promote civic advancement to the community.

(2) To lease, purchase, hold, have, use and take possession of and enjoy any personal or real property necessary for the uses and purposes of the corporation; and to sell, lease, alien or dispose of the same at the pleasure of the corporation, for the uses and purposes for which the said corporation is formed; and to buy and sell real and personal property, and to apply the proceeds of sale, including any and all income, to the uses and purposes of the corporation.

(3) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE V.

The business of the corporation shall be carried on and conducted by a Board of Directors consisting of five (5) members, and shall include the President and four (4) Directors.

The President and the four (4) directors, all together comprising the Board of Directors, shall be elected from the membership of Clearwater Cowbells, Incorporated, at an annual meeting of the corporation to be held on the 3rd Tuesday of January, of each and every year after incorporation, at the place of business of the said corporation, in the City of Orofino, Clearwater County, Idaho, or at such other place as the Board of Directors may, from time to time, specify. The President shall be elected annually, and two (2) of the four (4) Directors shall be elected annually, for a term of two (2) years.

ARTICLE VI

At a meeting of the Clearwater Cowbells held at the Court House, in Orofino, Clearwater County, Idaho, on the 24th day of February, 1958, at which meeting a majority of the members of

of the said corporation were present, notice of said meeting having been published in the Clearwater Tribune, a legal newspaper printed and published in the County of Clearwater, State of Idaho, and of general circulation in the said County of Clearwater, and so published in the issues of February 6, February 13, and February 20, of 1958, prior to the said meeting, and evidenced by an Affidavit of Publication attached hereto and marked Exhibit "A" and made a part hereof by reference the same as though herein fully set forth; and a notice of said meeting having been posted at the front door of the Court House, in Orofino, Clearwater County, Idaho, for at least two (2) weeks prior to said meeting, as evidenced by an Affidavit of Posting attached hereto and marked Exhibit "B" and made a part hereof by reference the same as though herein fully set forth; the following members of Clearwater Cowbelles were elected to act as officers and directors until the next annual meeting of the said corporation:

Officers

<u>Name</u>	<u>Office</u>
Norma Pomeroy	President
Gladys Anderson	Vice-President
Marvel Richardson	Secretary-Treasurer

Directors

<u>Name</u>	<u>Address</u>
Norma Pomeroy	Orofino, Idaho
Lodia Richardson	Orofino, Idaho
Betty Jo Storey	Lapwai, Idaho
Mary Brierley	Orofino, Idaho
Edith Messinger	Lapwai, Idaho.

ARTICLE VII.

No capital stock shall be issued. Acceptance to membership in Clearwater Cowbelles, Incorporated, shall and does

constitute membership in this corporation, and the acceptance of, and the placing of, the name of any person upon the roster of members of the said corporation shall be proof of membership and of the right to vote and hold office in the corporation. Membership in this corporation is without money value, and is not transferrable or assignable; suspension or dropping from the roster of members according to and under the rules and By-Laws of Clearwater Cowbells, Incorporated, shall and does cancel such membership. A membership in Clearwater Cowbells, Incorporated, shall and does constitute one (1) share in the corporation, and such share shall and does carry one (1) vote at any and all corporate meetings. The roster of members in good standing of the corporation at all times shall be and is the official register of shares therein.

IN WITNESS WHEREOF, we, the undersigned, all being of full legal age, and all of whom are citizens of the United States, have hereunto set our hands and seals this 24th day of February, 1958.

Norma Perry SEAL
President

Louisa Richardson SEAL
Director

Betty Jo Storey SEAL
Director

Mary Breinley SEAL
Director

Edith Messenger SEAL
Director

STATE OF IDAHO)
) ss.
County of Clearwater)

On this 24th day of February, 1958, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Norma Pomeroy, Lodia Richardson, Betty Jo Storey, Mary Brierley, and Edith Messinger, 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 in this certificate first above written.

Walter J. Starnes
Notary Public in and for the
State of Idaho, residing at
Orofino, therein.

AFFIDAVIT OF PUBLICATION

STATE OF IDAHO }
County of Clearwater } ss.

Robt. D. Werner

being first duly sworn, on oath, deposes and says:
That I am and at all times herein mentioned have been a citizen of the United States and of the State of Idaho, over 21 years of age, and that I am not a party to nor interested in the above entitled proceeding; that I am and at all times herein mentioned have been the Editor, foreman, of the CLEARWATER TRIBUNE; that said Clearwater Tribune is a newspaper of general circulation, printed and published weekly at Orofino, in the County of Clearwater and State of Idaho; that the Clearwater Tribune has been continuously and uninterruptedly published in Clearwater County, Idaho, during the period of seventy-eight consecutive weeks prior to the first publication of attached copy of

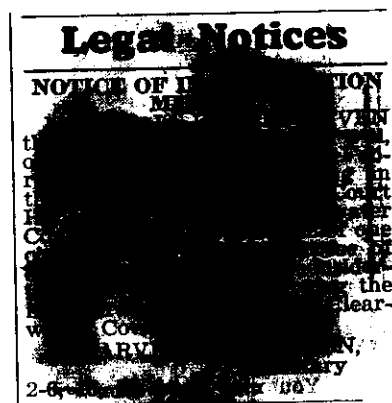
Notice of incorporation
meeting

That said notice

of which the annexed is a full, true and correct printed copy, was published in the regular and entire issue of said newspaper, and not in any supplement thereof, for full period of 3 consecutive issue commencing on the 6 day of Feb., 19 58, and ending on the 20 day of Feb., 19 58

Subscribed and sworn to before me this 6 day of March, 19 58

NOTARY PUBLIC IN AND FOR THE STATE OF IDAHO
RESIDING AT OROFINO THEREIN



AFFIDAVIT OF POSTING

STATE OF IDAHO)
) ss.
County of Clearwater)

WARREN F. GARDNER, being first duly sworn, on oath
deposes and says:

That he is the attorney for the members of Clearwater
Cowbells, insofar as the incorporation of the organization
is concerned; that, as such attorney, and acting on behalf
of the Secretary of the said Clearwater Cowbells, and on
the 5th day of February, 1958, affiant posted a notice at
the front door of the Court House in Orofino, Clearwater
County, Idaho, which said notice was in words and figures
as follows, to-wit:

NOTICE OF INCORPORATION MEETING

Notice is hereby given that Clearwater Cowbells
will, on Monday, the 24th day of February, 1958, hold
a meeting in the Jury Room of the Court House, in
Orofino, Clearwater County, Idaho, at the hour of
one o'clock P.M. for the purpose of electing directors
and considering other matters concerning the incor-
poration of the said Clearwater Cowbells.

/s/ Marvel Richardson
Secretary

That the said notice remained posted for a full period of
two (2) weeks prior to the 24th day of February, 1958.

Warren F. Gardner

SUBSCRIBED AND SWORN to before me this 24th day of
February, 1958.

Charles M. Eichen
Notary Public in and for the
State of Idaho, residing at
Orofino, therein.

CERTIFIED COPY OF MINUTES

This is to certify that at a meeting duly called for February 24, 1958, which said meeting was called pursuant to a notice published in the Clearwater Tribune, a legal newspaper printed and published in Clearwater County, Idaho, and of general circulation in the said County of Clearwater, among other matters and business transacted at said meeting, as shown in the official minutes for said meeting, the following appears:

The meeting was called to order by President Norma Pomeroy.

Lodia Richardson moved that the organization incorporate as a non-profit corporation, to be called Clearwater Cowbelles, Incorporated. The motion was duly seconded and carried by the body.

Betty Jo Storey moved that the organization accept the duly elected officers and directors, as officers and directors of the new corporation; these officers and directors being:

Norma Pomeroy	President
Gladys Anderson	Vice-President
Marvel Richardson	Secretary-Treasurer
Lodia Richardson	Director
Betty Jo Storey	Director
Mary Brierley	Director
Edith Messinger	Director

the motion was duly seconded and carried by the body.

The Articles of Incorporation were then read and discussed, and Evelyn Marsh moved that they be accepted as read. The motion was duly seconded and unanimously carried.

Upon motion duly made and seconded, the incorporation meeting adjourned.

Marvel Richardson
Secretary

STATE OF IDAHO)
) ss.
County of Clearwater)

MARVEL RICHARDSON, being first duly sworn, on oath, deposes and says that she is the Secretary of Clearwater Cowbells; that the above and foregoing is a full, true and correct copy of the minutes of the meeting held on February 24, 1958, by the said Clearwater Cowbells, pursuant to call for an incorporation meeting, in so far as the same pertain to the said incorporation.

Marvel Richardson

SUBSCRIBED AND SWORN to before me this 24th day of
February, 1958.

Warren F. Graves
Notary Public in and for the
State of Idaho, residing at
Orofino, therein.