

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION  
OF  
ELWOOD SCHOOL HISTORICAL ASSOCIATION, INC.

2013 MAY 28 PM 3:11  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, IDAHO CODE §30-301, et. seq., hereby adopt the following Articles of Incorporation.

I. NAME

The name of the corporation shall be Elwood School Historical Association, Inc.

II. PRINCIPAL OFFICE

The principal office of the corporation is located at 1189 Drury Road, Deary, Idaho 83823.

III. PURPOSES

This organization is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), including the following:

1. To do any and all lawful acts which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the corporation.
2. To enter into any and all lawful contracts and obligations essential or convenient to the transaction of the affairs of the corporation for any of the purposes thereof.
3. To expend monies received, collected, or earned by the corporation from all sources whatsoever for the payment and discharge of all costs, expenses, and obligations incurred by the corporation in carrying out any or all of the purposes for which the corporation is formed.

IDAHO SECRETARY OF STATE  
05/28/2013 05:00  
CK: 1416147 CT: 172099 BH: 1375581  
1 @ 30.00 = 30.00 INC NONP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

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4. To acquire, hold, own, mortgage, dispose of and invest its funds in any real or personal property whatsoever as may be reasonably necessary for the purposes of carrying into effect one or more of the purposes of the corporation.

5. No part of the activities of the corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

6. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

#### IV. PROFITS

The corporation shall be a nonprofit corporation and shall have no stock. No dividends or pecuniary profits shall be declared or paid, and no part of any net earnings of the corporation shall be otherwise distributed, to its officers, directors or members or to any other private individual. No financial gain shall ever accrue to any member of the corporation, nor to any person or institution in the conduct of the business of the corporation provided that the payment of reasonable compensation for services rendered shall be deemed an expense of the corporation and not a distribution of earnings. Any receipts of the corporation in excess of the ordinary expenses of the corporation shall inure to the benefit of the corporation and shall be applied by the directors thereof to any expenses incurred in carrying out any and all of the purposes herein set forth.

## V. DIRECTORS

The control and management of the affairs of the corporation shall be vested in a Board of Directors. The number of directors and the manner of their election shall be specified in the Bylaws. The names and addresses of those selected to serve, beginning with the incorporation of the corporation, and until their successors shall be chosen are:

<u>Name:</u>	<u>Address:</u>
Larry D. La Bolle, Sr.	1189 Drury Road, Deary ID 83823
Richard Drury	1025 Riehle Rd., Moscow ID 83843
LaNore Parker	1400 East Rd., Deary ID 83823
Robert Meserve	1100 East Rd., Deary ID 83823
Barbara Hagen	1100 Harris Rd., Deary ID 83823

## VI. MANAGEMENT

Management of the corporation shall be vested in the Board of Directors.

## VII. DISTRIBUTION ON DISSOLUTION

Upon the dissolution of this corporation, any assets of this corporation shall be distributed to The Latah County Historical Society, Inc., or its successor, as long as they are a charitable organization operating exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue law). In the event The Latah County Historical Society, Inc. does not exist, and there is no successor or the successor is not tax exempt for charitable purposes under the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue law), then the assets shall be distributed for one or

more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or any corresponding provisions of any future United States Internal Revenue law).

#### VIII. BYLAWS

The Board of Directors shall forthwith adopt Bylaws for the management and operation of the corporation not inconsistent with these Articles of Incorporation.

#### IX. MEMBERSHIP

The conditions and qualifications of membership of the corporation, and the rights and privileges of members, and the members' liabilities for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation.

#### X. AMENDMENTS

These Articles of Incorporation may be amended only by vote or written consent of a majority of the members in good standing upon a resolution submitted by the Board of Directors.

#### XI. REGISTERED AGENT AND OFFICE

The initial registered agent and office of the corporation are Larry D. La Bolle, Sr., at 1189 Drury Road, Deary, Idaho 83823.

#### XII. DURATION

The duration of the corporation shall be perpetual.

#### XIII. NON-LIABILITY

Neither the officers, directors, nor members shall be personally liable for corporate obligations.

