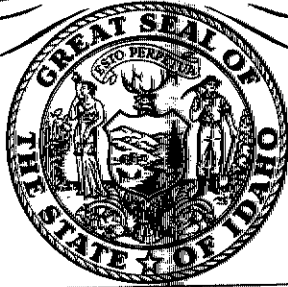


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

**PETE T. GENARRUSA**  
I, ~~FRANCIS WILLIAMS~~, 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

#### **PALOUSE AUDUBON SOCIETY, INC.**

was filed in the office of the Secretary of State on the **ninth** day of **December** A. D. One Thousand Nine Hundred **seventy-one** and **to be** ~~is~~ duly recorded on ~~film~~ **microfilm** 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 **Moscow, Idaho** in the County of **Latah** 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 **9th** day of **December**, A.D., 19 **71**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
PALOUSE AUDUBON SOCIETY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of legal age and citizens of the United States of America and the State of Idaho, in order to form a corporation for the purposes hereinafter stated pursuant to the provisions of Title 30, Chapter 11 of the Idaho Code, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be "Palouse Audubon Society, Inc."

ARTICLE II

The purposes for which said corporation is formed are:

To engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function as a Chapter.

ARTICLE III

This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this Society shall ever inure to the benefit of any director, officer, or member thereof or to the benefit

of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this Society remaining after payment of or provision for all debts and liabilities of this Society, shall be donated, to National Audubon Society, Inc., or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as this Society, as the Board of Directors of this Society may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501 (c)(3) of the Internal Revenue Code.

#### ARTICLE IV

No substantial part of the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

#### ARTICLE V

The duration and term of existence of this corporation shall be perpetual.

#### ARTICLE VI

The location and post office address of the registered office of the corporation is P. O. Box 221, City of Moscow, County of Latah, State of Idaho.

#### ARTICLE VII

This corporation is not organized for profit and shall have no capital stock and shall be composed of members rather than shareholders in accordance with the foregoing provisions.

#### ARTICLE VIII

The conditions and regulations of membership and the rights and privileges of membership shall be determined and fixed by the By-laws.

#### ARTICLE IX

The private property of the members shall not be subject to the payment of the corporate debts, liabilities or obligations to any extent whatsoever.

#### ARTICLE X

The number of Directors of this corporation shall be not less than six nor more than twenty as set from time to time in the By-laws of the corporation. The Director's qualifications and terms of office, manner of election (except the first Board of Directors which was elected as herein set forth), time, place, and manner of calling meetings and other powers and duties of the Directors shall be prescribed by the By-laws.

#### ARTICLE XI

The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be provided by the By-laws, and their qualifications, terms of office, manner of election, time, place, and manner of calling meetings and other powers and duties shall be prescribed by the By-laws. The officers of the corporation shall be elected by and from the membership. In addition to the powers and authority by the Articles of Incorporation expressly conferred upon them, the Board of Directors may exercise all powers of the corporation and do all lawful acts and things as are not by law or by Articles of Incorporation directed. The general management, administration and direction of the affairs of the corporation shall be vested in the Board of Directors.

## ARTICLE XII

The names and post office address of each of the incorporators of this corporation are as follows:

NAME	ADDRESS
John C. Fiske	910 East B, Moscow, Idaho
Suzanne Boehme	515 S. Hayes, Moscow, Idaho
Gerry Boehme	515 S. Hayes, Moscow, Idaho
Kenneth W. Lustig	Park Vlg. Apts., Moscow, Idaho
Barbara Petura	11 Syringa Park, Moscow, Idaho
Richard L. Day	415 Residence, Moscow, Idaho
Donald Johnson	1132 E.E., Moscow, Idaho
Katherine G. Buss	2105 Orchard, Pullman, Washington
Earl J. Larrison	803 Residence, Moscow, Idaho
Irven O. Buss	2105 Orchard, Pullman, Washington
Loring M. Jones	1546 Borah, Moscow, Idaho
Gladys I. Bellinger	729 Residence, Moscow, Idaho
Veralee E. Jones	1546 Borah, Moscow, Idaho

## ARTICLE XIII

A duly called meeting of the members of the Palouse Audubon Society, Inc., was held at Room 301, Life Science Building, University of Idaho, Moscow, Latah County, Idaho, on Thursday, the 21st day of October, 1971, at the hour of 4:30 o'clock P.M., at which meeting a majority of members present voted for the election of the Directors of this corporation; notice of the time and place of holding such meeting, incorporation and election was given by the publication thereof, for two weeks prior to the said meeting in the Daily Idahonian, a newspaper of general circulation published at Moscow, Latah County, Idaho, and also by posting a like notice in a conspicuous place on the building where such election was held for the same length of time immediately preceding such election, said notice being posted at said residence

at Room 301, Life Science Building, University of Idaho, on the 7th day of October, 1971, and remaining posted therein to and including the said 21st day of October, 1971.

That at said meeting the following persons were duly elected Directors of this corporation by majority vote of the members present at such meeting as follows:

NAME	ADDRESS
<i>Suzanne A. Boehme</i> <i>Carl H. Boehme</i>	
Earl J. Larrison	803 Residence, Moscow, Idaho
Irven O. Buss	2105 Orchard, Pullman, Washington
Loring M. Jones	1546 Borah, Moscow, Idaho
Richard L. Day	415 Residence, Moscow, Idaho
Kenneth W. Lustig	Park Vlg. Apts., Moscow, Idaho
Gerry Boehme	515 S. Hayes, Moscow, Idaho
Suzanne Boehme	515 S. Hayes, Moscow, Idaho
John C. Fiske	910 East B., Moscow, Idaho
Harold L. Jones	120 Flint, Moscow, Idaho
Richard Petura	11 Syringa Park, Moscow, Idaho
Barbara Petura	11 Syringa Park, Moscow, Idaho
Gladys I. Bellinger	729 Residence, Moscow, Idaho
Gary Schroeder	617 Taylor, Moscow, Idaho
Nancy Schroeder	617 Taylor, Moscow, Idaho
Donald Johnson	1132 E.E., Moscow, Idaho
Mrs. Irven Buss	2105 Orchard, Pullman, Washington
Mrs. Harold Jones	120 Flint, Moscow, Idaho
Mrs. Loring Jones	1546 Borah, Moscow, Idaho

At the aforesaid meeting these Articles of Incorporation were by majority vote duly adopted, and said persons so elected as Directors were duly authorized and directed to execute and file the same for record, and to duly incorporate said corporation for and on behalf of its members according to law.

EXECUTED IN TRIPLICATE this 21st day of October, 1971.

*John C. Fiske*      *Carl H. Boehme*  
\_\_\_\_\_  
*Suzanne A. Boehme*      *Kenneth W. Lustig*  
\_\_\_\_\_


GLEN G. UTZMAN  
LAWYER  
MOSCOW, IDAHO

<u>Barbara B. Petura</u>	<u>Earl J. Larrison</u>
<u>Richard L. Day</u>	<u><del>Irven O. Buss</del></u>
<u>Donald Johnson</u>	<u>Loring M. Jones</u>
<u>Katherine G. Buss</u>	<u>Gladys I. Bellinger</u>
<u>Veralee E. Jones</u>	

STATE OF IDAHO     )  
                               ) ss.  
 County of Latah    )

On this 21st day of October, 1971, personally appeared before me, the undersigned, a Notary Public in and for said State, John C. Fiske, Suzanne Boehme, Gerry Boehme, Kenneth W. Lustig, Barbara Petura, Richard L. Day, Donald Johnson, Katherine G. Buss, Earl J. Larrison, Irven O. Buss, Loring M. Jones, Gladys I. Bellinger, and Veralee E. Jones parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

  
 \_\_\_\_\_  
 Notary Public in and for the  
 State of Idaho, residing at  
 Moscow, therein.

GLEN G. UTZMAN  
 LAWYER  
 MOSCOW, IDAHO

# Affidavit of Publication

STATE OF IDAHO  
County of Latah

ss.

A. J. Mearns  
being first duly sworn, on oath,  
deposes and says:

That he is the printer of The DAILY IDAHOIAN, a newspaper of general circulation, printed and published daily except Sunday at Moscow, Latah County, Idaho, in compliance with Sections 60-106, 60-107, and 60-108 of the Idaho Code and the amendments thereto; that the notice of which the annexed is a full, true and correct printed copy was published in the regular and entire issues of said newspaper and not in a supplement thereto, upon the following

dates: Oct 9, 16, 1971

the same being the dates designated for the publication of said legal notice.

[Signature]  
Subscribed and sworn to before

me this 16 day of Oct.

19 71

Carmen Wedin  
Notary Public,  
residing at Moscow, Idaho

County of Latah

My Commission Expires August 10, 1976

## NOTICE OF INCORPORATION

Notice is hereby given that the regular meeting of the Palouse Audubon Society will be held at Room 301, Life Science Building, University of Idaho, Moscow, Idaho, on Thursday, the 21st day of October, 1971, at 7:30 a.m. for the following purposes:

- (1) To approve and adopt the Articles of Incorporation of Palouse Audubon Society, Inc.
- (2) To elect a Board of 18 Directors of said Palouse Audubon Society, Inc., one to hold office for 2 years and until his successor shall be elected and shall qualify; 17 to hold office for one year and until his successor shall be elected and shall qualify.
- (3) To ratify and adopt the By-laws of the Palouse Audubon Society, Inc.
- (4) To do any and all other things necessary to incorporate Palouse Audubon Society, Inc.

By Order of the Board of Directors of Palouse Audubon Society, dated this 5th day of October, 1971.

(s) Earl J. Larrison  
President

Oct. 9, 1971