

104943

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

MOSCOW ROTARY CHARITABLE FOUNDATION, 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 MOSCOW ROTARY CHARITABLE FOUNDATION, 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: January 26, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seidel*

NONPROFIT  
ARTICLES OF INCORPORATION  
OF

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MOSCOW ROTARY CHARITABLE FOUNDATION, INC.

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The undersigned individual, who is 18 years of age or older,  
acting as incorporator under the Idaho Nonprofit Corporation Act,  
adopts the following articles of incorporation:

ARTICLE I

The name of the corporation is Moscow Rotary Charitable  
Foundation, Inc.

ARTICLE II

The corporation is organized and shall be operated exclusively  
for charitable, scientific, and educational purposes, including the  
use of property for the care of the ill, needy or infants, within  
the meaning of Section 501(c)(3) and Section 170(e)3 of the  
Internal Revenue Code of 1986, as amended, or the corresponding  
provisions of any future federal tax laws. No part of the net  
earnings of the corporation shall inure to the benefit of any  
private shareholder or individual. No substantial part of the  
activities of the corporation shall be carrying on propaganda, or  
otherwise attempting to influence legislation, except as may be  
permitted under Section 501(h) of the Internal Revenue Code of  
1986, as amended, or the corresponding provisions of any future  
federal tax laws, and the corporation shall not 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.

Notwithstanding any other provision of these articles of incorporation, 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws, or (c) by a corporation contributions to which are deductible under Section 170(e)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.

#### ARTICLE IV

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to Moscow/Latah County United Way or its successor non-profit corporation in Moscow, Idaho, if that organization is, at the time of such distribution, an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws. If that organization is not then in existence, or is not then an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future tax laws, the remaining assets of the corporation shall be distributed to such other organization or organizations that are then described in Section 501(c)(3) of the Internal Revenue Code of

1986, as amended, or the corresponding provisions of any future federal tax laws, as the board of directors shall determine.

#### ARTICLE V

The corporation will not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

#### ARTICLE VI

The initial board of directors of the corporation shall consist of three individuals and may be increased or decreased within the limitations of Idaho law as prescribed in the bylaws of the Corporation. The names and addresses of the initial directors of the corporation are:

Gerald E. Weitz  
1410 South Main  
Viola, ID 83872

Scott J. Dockins  
Presnell Gage  
609 S. Washington, Suite 202  
Moscow, ID 83843

Ronald J. Landeck  
P.O. Box 9344  
Moscow, ID 83843

The initial directors shall serve for terms as follows:

Gerald E. Weitz	3 years
Scott J. Dockins	2 years
Ronald J. Landeck	1 year

Directors, other than the initial directors shall be appointed as provided in the bylaws of the Corporation.

#### ARTICLE VII

No director or officer of the corporation shall have any liability to the corporation or any person for any action taken or not taken as a director, if the director or officer, as the case may be, acted in compliance with the Idaho Nonprofit corporation.

### ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

### ARTICLE IX

The address of the corporation's initial registered agent is 414 S. Jefferson, P.O. Box 9344, Moscow, ID 83843. The name of its initial registered at that location is Landeck, Westberg, Judge & Graham, P.A.

### ARTICLE X

The name and address of the incorporator is Ronald J. Landeck, Landeck, Westberg, Judge & Graham, P.A., 414 S. Jefferson, P.O. Box 9344, Moscow, ID 83843.

DATED: January 24, 1994.

  
Ronald J. Landeck  
Incorporator