



CERTIFICATE OF INCORPORATION  
OF

BENEWAH COUNTY HUMANE SOCIETY, INC.

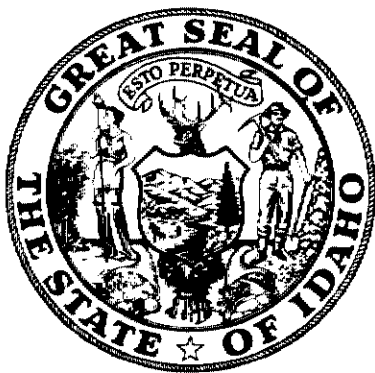
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BENEWAH COUNTY HUMANE SOCIETY, 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 July 24, 1989.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. Zavala*

Corporation Clerk

**ARTICLES OF INCORPORATION**  
**OF**  
**BENEWAH COUNTY HUMANE SOCIETY, INC.**

RECEIVED  
SEC. OF STATE

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Non-profit Corporation Act, adopt the following articles of incorporation:

**ARTICLE I**

**Name:** The name of the corporation is BENEWAH COUNTY HUMANE SOCIETY, INC.

**ARTICLE II**

**Purposes:** The purpose for which the corporation is formed and organized is to provide a means for the prevention of cruelty to animals, the sponsoring enforcement of laws pertaining to cruelty to animals, the care of unwanted or abandoned animals, the training and education of people regarding the care and control of animals, and in all ways to appeal to the finer instincts and nobler sentiments of both young and old on behalf of kind treatment to all living creatures.

This corporation is organized exclusively for charitable, or educational purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, any other provisions of these articles notwithstanding. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual.

**ARTICLE III**

**Powers:** The corporation is empowered to do

everything and anything reasonable and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of said purposes. The corporation shall have and exercise all the powers and authority and engage in all activities now or hereafter allowed by law to non-profit corporations of the State of Idaho.

#### ARTICLE IV

Dissolution: In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the members, according to the by-laws, provided that assets or property may be transferred only to a non-profit corporation or an agency of government operated exclusively for charitable, educational, or scientific purposes as at that time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, as the members shall determine, and having objectives or purposes similar to those which this corporation is devoted; provided further that in no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of the corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation has been located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such

purposes.

#### ARTICLE V

Registered Agent: The name of the initial registered agent of the non-profit corporation is Judy O. Spiesman, St. Maries, Idaho 83861. The address of the initial registered office of the non-profit corporation is 807 Main, St. Maries, Idaho 83861.

#### ARTICLE VI

Membership: The corporation shall have one or more classes of members, the designation of such class or classes, the manner of election or appointment, and the qualification and rights of members of each class shall be set forth in the by-laws of the corporation.

#### ARTICLE VII

Stock: This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but said member shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out and to obtain the objectives of the corporation.

#### ARTICLE VIII

Directors: The affairs of this corporation shall be conducted by a board of directors of at least five (5) and not more than nine (9) in number, with the exact number, manner of selection and qualifications as determined by the corporation by-laws. Directors of the corporation shall be members of the corporation.

#### ARTICLE IX

Duration: The corporation shall have perpetual existence.

#### ARTICLE X

Amendments to Articles: Amendments to these articles

may be made after ten (10) days written notice to all members, by a majority of the members voting at a regular meeting or at a special meeting called to consider amendments, so long as such amendments do not change its non-profit, tax exempt status, and as long as such amendments contain only such provisions as are lawful under Title 30, Chapter 3, Idaho Code.

#### ARTICLE XI

Incorporators: The names and addresses of the incorporators are:

- |                     |                                |
|---------------------|--------------------------------|
| 1. Judy O. Spiesman | 807 Main<br>St. Maries, Idaho  |
| 2. James Jack, Jr.  | 134 Scott<br>St. Maries, Idaho |
| 3. Emery E. Hedlund | 1746 Main<br>St. Maries, Idaho |

#### ARTICLE XII

Initial Board of Directors: The initial board of directors of the corporation shall be the incorporators set forth above. Their names and addresses are as follows:


- |                     |                                |
|---------------------|--------------------------------|
| 1. Judy O. Spiesman | 807 Main<br>St. Maries, Idaho  |
| 2. James Jack, Jr.  | 134 Scott<br>St. Maries, Idaho |
| 3. Emery E. Hedlund | 1746 Main<br>St. Maries, Idaho |


Said individuals will constitute the initial board of directors of the corporation and shall hold office until their successors are elected and qualified pursuant to the corporation by-laws.

1989.

EXECUTED in duplicate this 7/19/89 day of July,

  
JUDY C. SPIESMAN

  
JAMES JACK, JR.

  
EMERY E. HEDLUND