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# State of Idaho

## Department of State

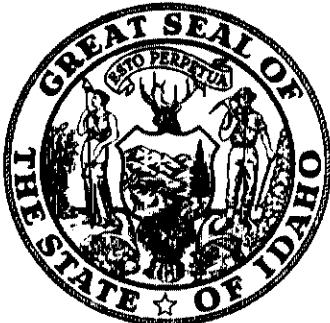
### CERTIFICATE OF INCORPORATION OF

UNITED WAY OF BENEWAH COUNTY, 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 UNITED WAY OF BENEWAH COUNTY, 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: September 13, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Amy Seibel*

ARTICLES OF INCORPORATION  
OF UNITED WAY OF BENEWAH COUNTY, INC.

We, the undersigned persons, all of whom are <sup>RECEIVED</sup> residents of St. Maries, Benewah County, Idaho, and full-aged citizens of the United States, hereby associate ourselves for the purpose of forming a corporation under Title 30, Chapter 1 and 11, Idaho Code, and <sup>SEP 13 1988</sup> correlated Idaho provisions, and for the purpose execute the Articles of Incorporation in Triplicate.

ARTICLE I.

Name and Location: The name of this corporation shall be "UNITED WAY OF BENEWAH COUNTY, INC."; and the location and the chief place of business shall be St. Maries, Benewah County, Idaho.

ARTICLE II.

Objects and Purposes: The objects and purposes of this corporation are:

Section 1. To raise funds in Benewah County, for the purpose of financing charitable, non-profit health and welfare organizations, both local and national, by means of a united fund-raising campaign, thereby reducing the duplication of effort and expense which result from the conduct of numerous separate fund-raising campaigns; and to provide plans, facilities, manpower and leadership for such a united fund-raising campaign.

Section 2. To solicit, receive and hold money and property, both real and personal, whether acquired by gift, devise, bequest, trust or otherwise; to sell and convert property into cash; to disperse and distribute funds and other property held by the corporation to local, state and national organization participating in the work of the corporation and conducted for charitable, health, welfare and allied purposes in Benewah County, Idaho, for the use, operation and maintenance of such participating organizations as may best promote the general interest of social welfare, charity and philanthropy throughout Benewah County, Idaho.

Section 3. To Provide adequate financial support for agencies participating in the corporation's program through unified community-wide appeals; to assist such participating agencies in achieving higher standards of service, in correlating their aims, in coordinating their programs and in integrating, so far as practicable, the services rendered by them; to promote economy and efficiency in the administration and operation of such participating agencies and in the elimination of overlapping and duplicating programs and services; to reduce the overhead cost of raising funds; to cooperated with private and public agencies in studying and interpreting community needs and in seeking solutions for the problems disclosed by such studies; to promote understanding of the needs for and the work of, regarding the quality and efficiency of agencies conducting social work within Benewah County and to protect and promote the general welfare of Benewah County by the encouragement, establishment and maintenance of suitable agencies to meet the needs of such area.

Section 4. To accept trusts, by gift, devise or bequest or otherwise, for the benefit of this corporation or any member thereof, or any individual, charitable, philanthropic or educational society or corporation of Benewah County or vicinity, and to disburse or distribute the capital or the net revenue of said gift, bequest or devise in such manner as the donor may have provided.

Section 5. To invest funds received and to use the income from such investments to promote the purposes of this corporation; to purchase,

lease, hold, mortgage, hypothecate, sell, convey and otherwise dispose of and deal in and with all kinds of real estate and personal property; to erect buildings of any and all descriptions and generally to do and perform any and every other act necessary and convenient to carry into effect the purposes and objects aforesaid.

#### ARTICLE III.

This corporation is not organized for pecuniary profit or gain, but solely for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. No part of the receipts or income of the corporation will be distributable to its Board of Directors or Officers. No funds shall be donated to any society, association, agency or corporation organized for pecuniary benefits.

#### ARTICLE IV.

Membership: The membership and qualification of members of this corporation shall be determined by the By-Laws. Until the membership is so determined, the Directors hereinafter named shall constitute the membership and the Board of Directors.

#### ARTICLE V.

Time and Existence: The time and existence of this corporation shall be in perpetuity.

#### ARTICLE VI.

##### Board of Directors:

(a) The management and administration of the affairs of this corporation shall be a Board of Directors consisting of not less than seven (7), one-third to be elected for a period of one year, one-third for a period of two years, and one-third to be elected for a period of three years, and thereafter one-third to be elected of a three year period at the annual meeting to be called and occurring at such a time and place as may be provided by the By-Laws of the corporation.

(b) If the retiring President's term on the Board of Directors has expired he shall serve on the Board of Directors for an additional period of one year as an ex-officio member.

(c) The directors herein named as the first Board of Directors for the corporation shall each serve until the first annual meeting of members of the corporation as provided by the By-Laws of the corporation.

#### ARTICLE VII.

Election of Directors: The Board of Directors for this corporation shall be elected by the members of the corporation in accordance with the provisions contained in the By-Laws of the corporation.

#### ARTICLE VIII.

First Board of Directors: The first Board of Directors of this corporation were elected at a meeting of the undersigned incorporators, for such purpose, at the Benewah Community Hospital conference room, St. Maries, Idaho at 7:00 P.m., on the 2nd day of June, 1992; notice of said meeting as required by 30-1102, I.C., being given by publishing a notice in The Gazette, St. Maries, Idaho, a newspaper published weekly, in the issues of said newspaper of May 6th and May 20th, 1992, respectively; and by further posting of a notice on the bulletin board of said Benewah Community Hospital; all of the said incorporators being present and voting at said meeting; the names and addresses of the First Board of Directors, all of

St. Maries, Idaho, except otherwise designated, who shall hold office until the first annual meeting of the corporation, being as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Jerry Botts	406 15th St.
2. Kay Cowin	720 Elm
3. Richard Griffin	332 11h St.
4. Skip Harwood	9 Meadowhurst
5. Susan Kilborn	420 So. 15th St.
6. Cindy Mottern	928 Highland Dr.
7. Ginny Oakes	746 So. 7th
8. Jane Thornes	HC045 Box 103
9. Lea Yergler	Highland Springs

#### ARTICLE IX.

The officers of this corporation shall be president, vice president, secretary and such chairman of Standing Committees or other persons as shall be selected by the Board of Directors. All officers shall be members of the Board of Directors. Election of officers will be as provided in the by-laws.

#### ARTICLE X.

Dissolution. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligation of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established as tax exempt status and Section 501 (c) (3) of the Internal Revenue Code.

#### ARTICLE XI.

The initial registered agent of the corporation shall be Kay Cowin residing 720 Elm Drive, St. Maries, Idaho 83861. The initial registered office address shall be United Way of Benewah County, c/o West One Bank, 138 No. 8th Street, St. Maries, ID 83861.

WITNESS, the hands and seals of the incorporators, whose names and post office addresses are stated below.

ADOPTED, this 25th day of August, 1993

Richard Griffin  
Richard Griffin  
332 11th Street

Jane Thornes  
Jane Thornes  
HC04 Box 103

Kay Cowin  
Kay Cowin  
720 Elm Drive  
Virginia Oakes  
Virginia Oakes  
746 So. 7th Street

STATE OF IDAHO )  
ss.  
COUNTY OF BENEWAH )

On this 25th day of August, 1993, before the undersigned Notary Public, personally appeared, Richard Griffin, Kay Cowin, Jane Thornes, and Virginia Oakes, known to me to be the persons executing the foregoing Articles of Incorporation, and who acknowledged to me that each and all executed the same.

Annie Frederick  
Notary Public for Idaho,  
residing at St. Maries  
Commission expires 01-08-99