

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD 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

**THE ASSOCIATION FOR THE PRESERVATION AND COMMEMORATION
OF THE OLD CATALDO MISSION, INC.**

was filed in the office of the Secretary of State on the **Thirty-first** day
of **July,** A. D. One Thousand Nine Hundred **Sixty-one** and
is duly recorded on Film No. **114** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Kellogg in the County of **Shoshone**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **31st** day of **July**,
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THE ASSOCIATION FOR THE PRESERVATION
AND COMMEMORATION OF THE OLD CATALDO
MISSION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of legal age and of whom are citizens of the United States of America and bona fide residents of the State of Idaho, have voluntarily associated ourselves together for the purpose of forming and incorporating a non-profit cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, and we do hereby adopt the following articles of incorporation, to-wit:

ARTICLE I

The name of this association shall be THE ASSOCIATION FOR THE PRESERVATION AND COMMEMORATION OF THE OLD CATALDO MISSION, INC.

ARTICLE II

The purposes for which this association is formed are as follows, to-wit:

1. To assist St. Rita's Church of Kellogg, Idaho, and the Catholic Diocese of Boise in preserving, restoring, maintaining and commemorating what is known as the Old Cataldo Mission located near the Kootenai County and Shoshone County lines.
2. To cooperate with other legal and charitable organizations in achieving the objectives set forth in these articles of incorporation.
3. To own and hold real estate and personal property of every kind, nature and description as may be suitable, useful, desirable or necessary to carry on any and all of the purposes hereof.

4. To enter into contracts and agreements for the restoring, reconstruction and beautification of the premises as deemed proper for the best interests of the Cataldo Mission and realize the objectives set forth in these articles of incorporation and to charge for admission onto the premises and to sell souvenirs and other articles that may help produce an income for the preservation of the said Cataldo Mission.

5. To borrow money and issue bonds, debentures, notes or other obligations of this association from time to time, for any of the objects and purposes of this association and to secure the same by mortgage, pledge, deed of trust or otherwise, and to sell memberships in this association and all funds so received shall be used for the commemoration, preservation and restoration of the said Old Cataldo Mission.

6. To own and rent real and personal property of every kind, nature and description, to be held by said association for income producing purposes and the profits therefrom, after the payment of necessary expenses to be used for the improvement and expansion of the said Cataldo Mission parking areas, picnic grounds and caretakers house and for no other purpose.

7. To lease, rent or otherwise acquire, and to maintain, such office or offices, and such furniture, equipment, supplies and other personal property as may be necessary or convenient for the uses and purposes of this association.

8. To hire such clerks or other assistants as may, from time to time, be necessary or desireable to employ for the furtherance of the purposes of this association, and to pay the salaries and wages thereof.

9. To exercise and perform all of the rights, powers and privileges which are vested in or granted to private associations under the laws of the State of Idaho, except such

rights, powers and privileges as may be inconsistent with the provisions of said Chapter 10, Title 30, Idaho Code.

10. To use all profits of said association or any other funds available for the care, maintenance, improvement, preservation and conservation of the Old Cataldo Mission.

11. To do and perform any and all things necessary, suitable and proper, whether herein specified or not, for the accomplishment of the any of the purposes or for the exercise of any of the rights, powers and privileges hereinabove mentioned.

12. That this is a non-profit corporation and pecuniary profit is not its object.

ARTICLE III

The principal place of business of this association shall be at the St. Rita's parish hall in the City of Kellogg, Shoshone County, Idaho, at which place this association shall maintain its registered office, the post office address of which shall be Kellogg, Idaho, or at such other place as the Directors may direct from time to time.

ARTICLE IV.

The term for which this association shall exist shall be perpetual.

ARTICLE V

The number of Directors of this association shall be not less than twelve (12) nor more than twenty-four (24) and they shall be elected by the members of this association annually or biennially, as the by-laws of the association may prescribe, and shall serve until the election and qualification of their successors. All of the directors must be members of this association. The directors who are to serve for the first corporate year shall be selected by the incorporators at the time they organize.

ARTICLE VI

This corporation shall neither have nor issue any capital stock but shall issue a membership certificate to each member thereof. Such membership certificates shall not be assigned unless the assignment thereof shall have been authorized by resolution of the board of directors of this association and upon such conditions and under such regulations as may be prescribed by the by-laws of this association.

ARTICLE VII

Twelve (12) members of this association whose memberships are fully paid up and in good standing, shall, when present at any meeting, constitute a quorum for the transaction of any and all business to come before the membership of said corporation, including the amending of the Articles of Incorporation of this association in any and every particular.

ARTICLE VIII

The fees of admission of members and the dues to be paid into the treasury of this association by members and the causes for which members may be expelled or suspended for misconduct or non-payment of dues, and the manner in which members may be restored to membership shall be prescribed by the by-laws of this association.

ARTICLE IX

The board of directors of this association shall have power and authority to repeal and/or amend the by-laws of this association and/or to adopt new by-laws, to the full extent to which they are permitted to do so under the provisions of Section 30-131, Idaho Code.

ARTICLE X

The name and post office address of each of the
incorporators of this association are as follows:

NAME	POST OFFICE ADDRESS
<u>HENRY L. DAY</u>	<u>WALLACE, IDAHO</u>
<u>GRANT McGLADE</u>	<u>KELLOGG, IDAHO</u>
<u>H. F. MAGNUSON</u>	<u>WALLACE, IDAHO</u>
<u>GARY DAMIANO</u>	<u>KELLOGG, IDAHO</u>
<u>ROBERT J. FANNING</u>	<u>KELLOGG, IDAHO</u>

IN WITNESS WHEREOF, we have hereunto set our hands
this 19 day of July, 1961.

<u>Grant McGlade</u>	<u>Henry L. Day</u>
<u>Gary Damiano</u>	<u>H. F. Magnuson</u>
	<u>Robert J. Fanning</u>

STATE OF IDAHO)
County of Shoshone) ss.

On this 19 day of July, 1961, before me,
the undersigned, a Notary Public in and for the State of Idaho,
personally appeared HENRY L. DAY, H. F. MAGNUSON and ROBERT J.
FANNING, ^{GARY DAMIANO and GRANT McGLADE} known to me to be the persons whose names are subscribed
to the within instrument and acknowledged to me that they
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

S. L. Hess
Notary Public in and for the State
of Idaho, Residing at: