

ARTICLES OF INCORPORATION
OF THE
MONTPELIER COMMUNITY
FOUNDATION *INC.*

FILED EFFECTIVE

05 JUN 28 PM 2: 28

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, a majority of who are citizens of the United States, acting under the Idaho Non-Profit Corporation Act, adopt the Articles of Incorporation as follows:

ARTICLE I

The name of the Corporation is Montpelier Community Foundation.

ARTICLE II

This Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Section 1. Purposes. The purposes for which this Corporation is formed are, in general, to promote, sponsor and carry out the improvement of economic and community development and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of the Montpelier Community Foundation and the Community of Montpelier and any activities that may be conducted by the Community of Montpelier or its Foundation.

Section 2. Powers. This Corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301 et.seq., as amended.

IDAHO SECRETARY OF STATE
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Section 3. Exempt Status. This Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Directors or Officers except to the extent permitted under the Idaho Non-Profit Corporation Act. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 1954 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 4. Dissolution of Corporation. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The Corporation [is] to be organized upon a nonstock, certificate of membership basis. Such memberships shall not be nonredeemable, nontransferable, and nondividend bearing. The affairs of the Corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the Bylaws. The private property of the members of this corporation shall be not liable for its corporate debts.

ARTICLE VI

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the Corporation assets in dissolution of the Corporation.

ARTICLE VII

This Corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

ARTICLE VIII

The street address of its initial registered office is 534 Washington Street, Montpelier, Idaho, 83254, and the name of its initial registered agent at such address is: K.B. Rasmussen.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the Corporation is eleven (11). The names and post office addresses of the persons who shall serve as the initial directors until the first annual meeting or until the successors are elected and shall qualify are:

<u>Names of Directors</u>	<u>Street Addresses of All Directors</u>
Kris Smedley, President	810 Hoover, Montpelier, ID 83254
Tracy Lawley	437 Garfield, Montpelier, ID 83254
Jim Parker	19964 US Highway 89, Ovid, ID 83254
Teresa Scott	308 Jefferson, Montpelier, ID 83254
Jerry Scott	308 Jefferson, Montpelier, ID 83254
Clair Cheirrett	670 Webster, Montpelier, ID 83254
Ivan Leonhardt	PO Box 310, Montpelier, ID 83254
Rod Jacobson	163 Valley View Dr., Montpelier, ID 83254
Steve Allred	420 South 7 th , Montpelier, ID 83254
Steve Portela	618 Lincoln, Montpelier, ID 83254
Chris Henderson	461 North 10th, Montpelier, ID 83254
George Lane	PO Box 98, Montpelier, ID 83254
Ross Walker	502 Boise Street, Montpelier, ID 83254
K.B. Rasmussen	204 Woodlawn Place, Montpelier, ID 83254

ARTICLE X

The name and street address of the incorporation is: the Montpelier Community Foundation, 534 Washington Street, Montpelier, ID 83254.

ARTICLE XI

The power to make, alter, amend or appeal the Bylaws of this Corporation shall be vested in its Board of Directors, and the Bylaws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XII

The power to amend these Articles of Incorporation is expressly conferred upon the members.

DATED this 21 day of June, 2005

Kris H. Smedley
Kris H. Smedley, Incorporator

Attested by K.B. Rasmussen
K.B. Rasmussen, Incorporator

STATE OF IDAHO
Blaine County

SUBSCRIBED AND SWORN TO before me this 21st day of June, 2005 a notary public for said State, personally appeared Kris H. Smedley, President of the Montpelier Community Foundation, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Notary Public for State of Idaho

Residing at Montpelier

My Commission Expires 3-1-06