

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, ~~Harold W. Smith~~ <sup>Harold W. Smith</sup>, 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

**SCOTTISH RITE MAGNIFIC CHURCH, INC.**

was filed in the office of the Secretary of State on the **First** day of

**August** A. D. One Thousand Nine Hundred **Sixty-six** and

**will be** **microfilm**  
**is** duly recorded on **August** of Record of Domestic Corporations of the State of Idaho,

and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise,** in the County of **Ada,** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **1st** day of **August**, A.D., **1966**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
SCOTTISH RITE MASONIC CENTER, INC.

We, the undersigned, Frank H. Davison, Alton J. Heath, Clifford A. Maulsby, A. Dale McMurtrey, Wm. F. Gigray, Jr., Wm. T. Haney, N. L. Terteling, C. Ralph Rudolph, and Paul O. Varner, being natural persons of full age and citizens of the United States of America, pursuant to and in conformity with the authority vested in us by the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho, viz., Boise Lodge of Perfection, Boise Chapter of Rose Croix, Boise Council of Kadosh, and Boise Consistory, by virtue of a resolution duly adopted by said Bodies, a true copy of which resolution is hereunto attached and by reference made a part hereof, do hereby associate ourselves together to form a non-profit corporation under and by virtue of the laws of the State of Idaho, pecuniary profit not being our object, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation is  
SCOTTISH RITE MASONIC CENTER, INC.  
and it may be commonly known and designated as  
THE MASONIC CENTER.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III  
PRINCIPAL PLACE OF BUSINESS

The location and postoffice address of the registered office and principal place of business of this corporation shall be in Boise, Idaho.

ARTICLE IV  
PURPOSES

The purposes for which the corporation is formed and the objects to be carried on by it are:

Section 1. This corporation does not contemplate and is not formed for pecuniary gain, profit, or benefit. All property, proceeds and income of the corporation shall be devoted to its purposes and objects, and shall not at any time, either while doing business or in the event of voluntary or involuntary dissolution, pass or revert to, or result in, pecuniary profit or gain to the corporation, or to any member thereof.

Section 2. To acquire, maintain, lease, rent, convey, hypothecate, administer, and otherwise deal in lands, buildings, appurtenances, gifts, devises, bequests, funds, endowments and personalty wherewith to create and maintain a Center of Masonic culture and development, for the use and occupation in whole or in part by all lodges, bodies, and organizations identified with the principles and objects of Free Masonry, including all youth organizations, lodges, and bodies sponsored by Masonic Orders, and including a retirement home for aged and disabled members of Masonic Orders and members of their families, as may be authorized and sanctioned from time to time by the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry.

Section 3. To create a fund, permanent endowment in character, consisting of properties, both real and personal, the principal thereof to remain intact, and only the incomes to be used for maintenance, upkeep and operation of the corporation's lands, buildings, structures, plants, and personalty.

Section 4. To purchase or otherwise acquire, and accept by deed, purchase, devise, bequest, gift, or otherwise, real and personal property, and to hold, maintain, administer, invest, re-invest, lease, rent, hypothecate, and dispose of the same as may appear to be in furtherance of the purposes and objects and for the best interests of the corporation.

Section 5. To enter into all manner of contracts and transactions designed to accomplish and effect the creation, acquisition, construction, maintenance, upkeep, operation, administration and disposition of the corporation's properties, and administration and disposition of its funds.

Section 6. To act as a repository of the titles of all properties, both real and personal, acquired by the corporation, to be held by it in fee, but nevertheless in trust, for the use and benefit of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho.

Section 7.

(a) To use the corporation's funds and properties exclusively for the corporation's purposes and objects so that no part thereof, either while doing business or upon voluntary or involuntary dissolution, shall inure to the benefit of any member or individual having a personal or private interest in the corporation's activities; and no substantial part of the corporation's funds shall be used to carry on political propaganda or

otherwise to influence legislation; and the corporation shall not participate or intervene in, nor publish or distribute statements concerning, any political campaign, on behalf of any candidate for public office.

(b) In the event of dissolution of the corporation, after the payment and satisfaction of all its debts, its remaining assets and funds shall be conveyed or transferred to The Supreme Council (Mother Council of the World) of the Inspectors General Knights Commanders of the House of the Temple of Solomon of the Thirty-third Degree of the Ancient and Accepted Scottish Rite of Free Masonry of the Southern Jurisdiction of the United States of America, the headquarters of which are 1733 16th St., N.W., Washington, D.C.

(c) In no event shall any funds or property of the corporation be distributed or revert to any member, officer, director or trustee of the corporation.

Section 8. In pursuance of and not in limitation of the aforesaid purposes and objects, the corporation shall also have power:

(a) To do all such acts as are necessary or convenient to attain its purposes and objects, to the same extent as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation or by the By-laws.

(b) To exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the corporation laws of the State of Idaho now or hereafter in force; the enumeration of the aforesaid powers shall not be deemed to exclude any power, right, or privilege so granted or conferred.

## ARTICLE V

### MEMBERS

Each member in good standing in the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho, viz., Boise Lodge of Perfection, ✓ Boise Chapter of Rose Croix, Boise Council of Kadosh, and Boise Consistory, shall, by virtue of that membership, be a member of the corporation. The voting rights of all members shall be equal.

## ARTICLE VI

### DIRECTORS

Section 1. The number of directors constituting the Board of Directors of this corporation shall be not less than five nor more than fifteen, as may be fixed by the By-laws.

Section 2. The names of the persons who have been designated by the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho, i.e., Boise Lodge of Perfection, Boise Chapter of Rose Croix, Boise Council of Kadosh, and Boise Consistory, to act in the capacity of directors until the election of their successors, ✓ are:

<u>Frank H. Davison, 1214 North 25th St,</u>	<u>Boise, Idaho</u>
<u>Alton J. Heath, Route 2</u>	<u>Emmett, Idaho</u>
<u>Clifford A. Maulsby, 7300 Maxwell Dr,</u>	<u>Boise, Idaho</u>
<u>A. Dale McMurtrey, 1205 Bannock St,</u>	<u>Boise, Idaho</u>
<u>Wm. F. Gigray, Jr., 919 E. Ash,</u>	<u>Caldwell, Idaho</u>
<u>Wm. T. Haney, 1824 Overland</u>	<u>Boise, Idaho</u>
<u>N. L. Terteling, 3300 Crescent Rim Dr,</u>	<u>Boise, Idaho</u>

C. Ralph Rudolph, 11 Mesa Dr,

Boise, Idaho

Paul O. Varner, 5122 Bond St,

Boise, Idaho

Section 3. Qualifications of directors, their terms of office, manner of election, time, place, and manner of calling meetings, and their powers and duties, may be prescribed by the By-laws.

#### ARTICLE VII

##### OFFICERS

Section 1. The directors, within thirty days after the formation of this corporation, shall organize by election of the officers of the corporation, to serve until their successors are elected and qualified.

Section 2. The officers and their duties shall be as set forth in the corporation's By-laws.

#### ARTICLE VIII

##### BY-LAWS

The Board of Directors of the corporation shall have full power to adopt, amend, or repeal, the By-laws and to adopt new By-laws of the corporation, provided, that such By-laws and amendments shall not be in conflict with the provisions of these Articles of Incorporation, and are consonant with the purposes and objects of the corporation.

#### ARTICLE IX

##### AMENDMENT OF ARTICLES

These Articles of Incorporation, except Article IV, Section 7, hereof, may be amended by a vote of two-thirds (2/3) of the directors of the corporation present at any special meeting of the directors called and held for that purpose,

provided, that any such amendment is consonant with the purposes and objects of the corporation, and provided further, that any such amendment be approved by the Sovereign Grand Inspector General, or Deputy of the Supreme Council, in Idaho.

## ARTICLE X

### ORGANIZATIONAL MEETING

A meeting of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho, i.e., Boise Lodge of Perfection, Boise Chapter of Rose Croix, Boise Council of Kadosh, and Boise Consistory, was held at the Scottish Rite Building, 1409 Bannock Street, Boise, Idaho, on Thursday, the 14th of April, 1966, at 8:00 p.m., for the purpose of authorizing the formation of a non-profit corporation under the laws of the State of Idaho, to be known as Scottish Rite Masonic Center, Inc.; also for the purpose of electing nine (9) directors empowered to draft, execute and file the corporation's Articles of Incorporation and to adopt its by-laws, and to serve as the corporation's first Board of Directors, which directors were elected on the following basis of Lodge representation, to-wit:

Four directors, the presently acting Masters of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho;

Four directors, one elected by each coordinate Body, i.e., one by Boise Lodge of Perfection; one by Boise Chapter of Rose Croix; one by Boise Council of Kadosh; and one by Boise Consistory;


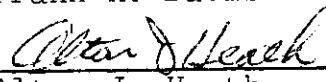

One director, in the person of the Sovereign



Grand Inspector General, or Deputy of the Supreme Council,  
in Idaho;

they to serve until their successors are duly elected and qualified, and as may be provided by the By-laws; that notice of such meeting was given to the members of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry, to be held for the purposes as set forth in the resolution adopted at said meeting; that a copy of the notice so given, and mailed to the members of the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry, is hereunto attached, marked Exhibit A, and by reference made a part hereof; that at said meeting, a resolution was duly and unanimously adopted authorizing the formation of such corporation and adoption of its Bylaws by the directors so elected, a true copy of which resolution is hereunto attached marked Exhibit B and by reference made a part hereof; that at such meeting, there was present a quorum of the members of the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry who unanimously voted in favor of the adoption of said resolution.

IN WITNESS WHEREOF, We, the duly undersigned directors and incorporators, duly authorized and empowered in the premises, have hereunto set our hands and seals this 4th day of June, 1966.

 (SEAL)  
Frank H. Davison  
 (SEAL)  
Alton J. Heath  
 (SEAL)  
Clifford A. Maulsby

A. Dale McMurtrey (SEAL)  
A. Dale McMurtrey

Wm. F. Gigray, Jr. (SEAL)  
Wm. F. Gigray, Jr.

Wm. T. Haney (SEAL)  
Wm. T. Haney

Nixon L. Terteling (SEAL)  
Nixon L. Terteling

C. Ralph Rudolph (SEAL)  
C. Ralph Rudolph

Paul O. Varner (SEAL)  
Paul O. Varner

STATE OF IDAHO }  
COUNTY OF ADA } ss.

On this 4th day of June, 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Frank H. Davison,  
Alton J. Heath, Clifford A. Maulsby,  
A. Dale McMurtrey, Wm. F. Gigray, Jr.,  
Wm. T. Haney, N. L. Terteling,  
C. Ralph Rudolph, Paul O. Varner,  
known to me to be the persons whose names are subscribed to the within and foregoing 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  
written.

Helen Harbaugh  
Notary Public for Idaho,  
Residing at Boise, Idaho

My commission expires

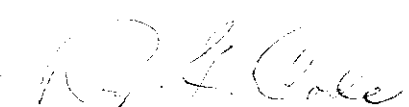
March 5, 1968.

EXHIBIT A

NOTICE TO THE MEMBERS OF THE FOUR  
COORDINATE BOISE BODIES OF THE ANCIENT AND  
ACCEPTED SCOTTISH RITE OF FREE MASONRY  
IN THE STATE OF IDAHO

YOU ARE NOTIFIED THAT at the regular meeting of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in Idaho to be held in Boise, Idaho, at the Scottish Rite Building, 1409 Bannock Street, on Thursday, the 14th of April, 1966, at 8:00 p.m., there will come before said meeting for special consideration the matter of authorizing the formation of a non-profit corporation to be known as the SCOTTISH RITE MASONIC CENTER, INC., for the purpose of acquiring and holding title to properties for the use and benefit of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry, wherewith to create and maintain a center for Masonic culture and development for the use of all lodges, bodies, and organizations identified with the principles and objects of Masonry; for the purpose of electing nine directors of such corporation, they to be empowered to execute and file articles of incorporation of such corporation and to adopt by-laws thereof; and for the purpose of transacting other business as may properly come before said meeting.

Dated this 28th day of March, 1966.

  
Secretary of the four coordinate Boise  
Bodies of the Ancient and Accepted  
Scottish Rite of Free Masonry in  
the State of Idaho.

AFFIDAVIT OF MAILING NOTICE OF  
INCORPORATION MEETING OF  
SCOTTISH RITE MASONIC CENTER, INC.

STATE OF IDAHO }  
COUNTY OF ADA } ss.

Roy G. Code, being first duly sworn, deposes and says:

That he is the duly elected, qualified and acting secretary of the four coordinate Boise Bodies of the Ancient and Accepted ✓  
Scottish Rite of Free Masonry in the State of Idaho, i.e.,  
Boise Lodge of Perfection, Boise Chapter of Rose Croix, Boise  
Council of Kadosh, and Boise Consistory; that on the 31st  
day of March, 1966, he personally caused to be mailed  
to each member of the aforesaid four coordinate Boise Bodies of  
the Ancient and Accepted Scottish Rite of Free Masonry a true  
and correct copy of the attached notice of incorporation meeting  
of the Scottish Rite Masonic Center, Inc., in a sealed envelope,  
with postage fully prepaid thereon, addressed to such member,  
and deposited the same in the United States postoffice at  
Boise, Idaho. ✓

Roy G. Code

Subscribed and sworn to before me this 4th day of  
June, 1966.

Helene H. Laugh  
Notary Public for Idaho  
Residing at Boise, Idaho

My commission expires:

March 5, 1968

EXHIBIT B

RESOLUTION

"BE IT RESOLVED THAT the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho, i.e., Boise Lodge of Perfection, Boise Chapter of Rose Croix, Boise Council of Kadosh, and Boise Consistory, authorize the formation of a non-profit corporation under the laws of the State of Idaho, to be known as Scottish Rite Masonic Center, Inc., for the purpose of acquiring properties and holding the titles thereto, for the use and benefit of the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry, such properties to be held and used solely ✓ and exclusively for non-profit purposes; and to create and maintain a center for Masonic culture and development for the use and occupation, in whole or in part, by all lodges, bodies, and organizations identified with the principles and objects of Free Masonry, including youth organizations, lodges, and bodies sponsored by Masonic Orders; and including a home for aged and disabled members of Masonic Orders, and members of their families;

FURTHER THAT nine (9) directors of such corporation be elected, to serve as the corporation's first Board of Directors on the following basis of Lodge representation, to wit: ✓

Four directors, they being the presently acting Masters of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho;

Four directors, one to be selected by each coordinate Body, i.e., one by Boise Lodge of

Perfection, one by Boise Chapter of Rose Croix, one by Boise Council of Kadosh, and one by Boise Consistory;

One director, in the person of the Sovereign Grand Inspector General or Deputy of the Supreme Council in Idaho;

they to serve until their successors are duly elected and qualified; that the nine (9) directors so elected be empowered to draft, execute and file articles of incorporation of such corporation, to adopt its By-laws, and to do and perform such other acts as are consonant with the purposes of this resolution."

CERTIFICATE OF SECRETARY

STATE OF IDAHO }  
County of Ada } ss.

I, Roy G. Code, as the duly elected, qualified, and acting secretary of the four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho, i.e., Boise Lodge of Perfection, Boise Chapter of Rose Croix, Boise Council of Kadosh, and Boise Consistory, do hereby certify:

That the within and foregoing instrument entitled "Resolution" is a true and correct copy of the original thereof, duly and unanimously adopted at a regular meeting of the members of the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry, viz., Boise Lodge of Perfection, Boise Chapter of Rose Croix, Boise Council of Kadosh, and Boise Consistory, duly held at the Scottish Rite Building, 1409 Bannock Street, Boise, Idaho, on the 14th day of April, 1966, at 8:00 p.m., for the purposes as set forth in the resolution, and at which meeting a quorum of the members of the Lodges constituting the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry, were present; that the matter of election of the directors of the Scottish Rite Masonic Center, Inc. was deferred until the regular meeting of the members of the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite to be held on the 5th day of May, 1966, at 8:00 o'clock p.m.

I, Roy G. Code, as the aforesaid secretary, do further certify:

That at the regular meeting of the members of the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite held at the Scottish Rite Building, 1409 Bannock Street, Boise, Idaho, on the 5th day of May, 1966, at 8:00 o'clock p.m.,



at which meeting a quorum of the members of the lodges constituting the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite, were present, the following nine (9) named persons, members of the said four coordinate Boise Bodies of the Ancient Accepted Scottish Rite, were duly elected directors, they to serve as the first Board of Directors of Scottish Rite Masonic Center, Inc., to-wit:

Frank H. Davison

Alton J. Heath

Clifford A. Maulsby

A. Dale McMurtrey

Wm. F. Gigray, Jr.

Wm. T. Haney

N. L. Terteling

C. Ralph Rudolph

Paul O. Varner

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the said four coordinate Boise Bodies of the Ancient and Accepted Scottish Rite of Free Masonry in the State of Idaho, this 4th day of June, 1966.

*Ray F. Cude*

Secretary of the four coordinate  
Boise Bodies of the Ancient and  
Accepted Scottish Rite of Free  
Masonry in the State of Idaho.