

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SHORT ROUNDERS NCO CLUB, 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 SHORT ROUNDERS NCO CLUB, 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: February 9, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seikel*

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SEC. OF STATE

ARTICLES OF INCORPORATION
OF
SHORT ROUNDERS NCO CLUB, INC.

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We, the undersigned residents of the State of Idaho, being 18 years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE

NAME AND LOCATION

The name of the corporation shall be Short Rounders NCO Club, INC. and its location shall be Idaho Army National Guard Armory 10714 Fairgrounds Road, City of Pocatello, County of Bannock, State of Idaho.

ARTICLE TWO

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE

PURPOSE CLAUSE

The business and purpose of this corporation shall be to provide morale, welfare and recreation benefits to members of the Short Rounders NCO Club and personnel of the 1-148 Field Artillery Battalion.

ARTICLE FOUR

NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

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ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as initial directors are as follows:

<u>Presiding Director</u>	<u>Street address</u>
<u>Robert E. Autenrieth</u>	<u>4724 MT. Lake DR. Pocatello, Idaho 83202</u>
<u>Director</u>	<u>Street address</u>
<u>Allen J. Bronson</u>	<u>665 Tyhee American Falls, Idaho 83211</u>
<u>Roy A. Brown</u>	<u>261 Thurston Pocatello, Idaho 83201</u>
<u>Charles G. Whittier</u>	<u>1550 Troy Ln Pocatello, Idaho 83201</u>

Changes in the number of directors may be made by amendment to the by-laws, without amendment of these Articles.

ARTICLE SIX

ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: By majority vote of the members at the annual meeting of members.

ARTICLE SEVEN

MEMBERSHIP

This corporation shall have members. Criteria for membership shall be set forth in the By-Laws. Management of the corporate affairs shall be vested in the members pursuant to the By-Laws.

ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
<u>Kelly R. Estes</u>	<u>2973 U.S. Highway 93 Moore, Idaho 83255</u>
	<u>Mailing address</u>
	<u>P.O. BOX 11 Arco, Idaho 83213</u>

ARTICLE NINE

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of any and all monies received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, or educational purposes, and the purposes set forth in these Articles.

ARTICLE TEN

PROHIBITION AGAINST SPECIFIED ACTIVITIES

Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 (or the corresponding provision of any future United States Internal Revenue Law) (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE ELEVEN

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business property and assets of the corporation shall go and be distributed to such nonprofit charitable corporation, municipal corporation, or other organizations, as may be selected by the board of directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purpose of carrying on nonprofit charitable activities. In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, 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 in the event of the dissolution of this corporation, or upon its ceasing to carry out the objectives and purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to the following nonprofit charitable purpose: Any purpose qualifying under Sections 501(c)(3) and 170(c)(2), Internal Revenue Code or corresponding provision of any future Internal Revenue Law.

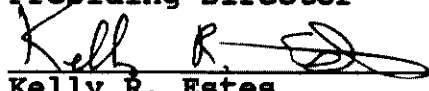
ARTICLE TWELVE

INITIAL REGISTERED AGENT AND OFFICE

The initial registered Agent and office shall be:
Donald E. Sturtevant 10714 Fairgrounds Rd Pocatello, Idaho 83202

In witness whereof, we have executed these Articles of
Incorporation, at Pocatello, Idaho, This 4th day of December, 1993.


Robert E. Autenrieth
Presiding Director


Kelly R. Estes
Incorporator

STATE OF IDAHO)
)
County of Bannock) ss.

On this 4th day of December, 1993, before me, a notary
public in and for said State, personally appeared Kelly R. Estes
and Robert E. Autenrieth, known or identified to me to be the
person whose name is subscribed to the within instrument, and
acknowledged to me that they executed the same.


Notary Public for State of Idaho
Residing at Battle Lake
Commission Expires 3/21/94