

**ARTICLES OF INCORPORATION OF  
FRIENDS OF THE MCCALL PUBLIC LIBRARY, INC.**

*For Office Use Only*

**-FILED-**

File #: 0004027554

Date Filed: 10/6/2020 3:35:00 PM

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Non-profit Corporation Act, Code ("Act"), adopts the following Articles of Incorporation for the Corporation:

**Article I – Name**

The name of the corporation shall be Friends of the McCall Public Library, Inc.

**Article II – Non-Profit Status**

The Corporation shall be a nonprofit corporation.

**Article III – Period Of Duration**

The period of duration of the Corporation shall be perpetual.

**Article IV – Registered Office And Agent**

The location of this Corporation is in the City of McCall, County of Valley, State of Idaho. The mailing address of the initial registered office is 218 Park Street, McCall, Idaho, 83638. The street address of the initial registered office is 218 Park Street, McCall, Idaho, 83638, McCall, Idaho 83638. The name of the initial registered agent at this address is Patricia Ager.

**Article V – Purposes**

The purposes for which this corporation is organized are as follows:

- (A) To work cooperatively with the McCall Public Library Board of Trustees and the McCall Public Library Director, for the purpose of promoting the McCall Public Library as a center for learning by implementing community programs and projects, and to raise funds and make distributions to the McCall Public Library to promote the same;
- (B) To lessen the burdens of government;
- (C) To undertake charitable, literary, educational or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3); and,
- (D) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other things of value.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **Article VI – Limitations**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

#### **Article VII – Non-Stock Corporation**

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

#### **Article VIII – Members**

The Corporation shall have two classes of members, Active Members and Sponsoring Members, who shall have such rights and obligations as are provided in the Bylaws. Active Members shall have the right to vote, and Sponsoring Members shall not have the right to vote on each matter submitted to a vote of the members. Conditions for classification as an Active Member or a Sponsoring Member are provided in the Bylaws.

#### **Article IX – Board Of Directors**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals. The actual number of Directors shall be fixed in accordance with the Corporation's Bylaws. The number, qualification, terms of office, manner of election, powers and duties of such Directors shall be such as may be prescribed by law, by these Articles, by such Bylaws as may from time to time be enforced. The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Patricia Ager	PO Box 536, Pullman, WA 99163
Jerry Randolph	PO Box 1483, McCall, ID 83638
Sue Haff	PO Box 1390, McCall, ID 83638
Sherill Livingston	186 N Main St. #178, Donnelly, ID 83616
Nancy Randolph	PO Box 1483, McCall, ID 83638

#### **Article X – Distribution On Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at that time qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, in such manner as

the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **Article XI – Incorporator**

The name, mailing and street address of the incorporator and the President of the Corporation is Patricia Ager, PO Box 536, Pullman, WA 99163.

#### **Article XII – Mailing Address**

The mailing address of the Corporation is 218 Park Street, McCall, Idaho, 83638.

#### **Article XIII – Bylaws**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Directors.

#### **Article XIV – Amendment**

These Articles of Incorporation may be altered, amended or repealed and new Articles of Incorporation adopted by a majority vote of the Board of Directors; provided, that any amendment to Article VIII, regarding membership, shall also require the affirmative vote of at least a majority of the Active Members represented at a properly scheduled meeting.

By: Patricia Ager  
PATRICIA AGER, Incorporator

Date: 8-19-20

**STATEMENT OF CONVERSION****KNOW ALL PERSONS BY THESE PRESENTS:**

In accordance with Idaho Code § 30-22-405, the undersigned Converting Entity herewith states:

**ARTICLE I. NAME, JURISDICTION AND TYPE OF THE CONVERTING ENTITY.**

The name of the Converting Entity is "Friends of the McCall Public Library". The Jurisdiction of organization of the Converting Entity is Idaho. The Converting Entity is an unincorporated association governed by its Constitution dated July 2018, and by its Bylaws dated July 2018.

**ARTICLE II. NAME, JURISDICTION AND TYPE OF THE CONVERTED ENTITY.**

The name of the Converted Entity shall be: "Friends of the McCall Public Library, Inc.". The Jurisdiction of organization of the Converted Entity will be Idaho. The Converted Entity shall be a nonprofit corporation organized pursuant to the Idaho Non-profit Corporation Act, Chapter 3, Title 30, Idaho Code.

**ARTICLE III. EFFECTIVE UPON FILING.** This Statement of Conversion is intended to be effective immediately upon filing of same.

**ARTICLE IV. APPROVAL OF PLAN OF CONVERSION.** The Plan of Conversion was approved by in accordance with Part 4 of the Idaho Entity Transactions Act, Idaho Code § 30-22-401, et seq.

**ARTICLE V. TEXT OF PUBLIC ORGANIC DOCUMENT.** The text of the public organic document of the converted entity is attached as **Exhibit A** to this Statement of Conversion.

Dated this 31<sup>st</sup> day of AUGUST, 2020

**FRIENDS OF THE MCCALL PUBLIC LIBRARY**  
**Executive Council**

By: Patricia S. Ager  
**PATRICIA AGER, President**

By: Jerry Z. Randolph  
**JERRY RANDOLPH, Vice President**

By: Sue Haff  
**SUE HAFF, Secretary**

By: Sherill Livingston  
**SHERILL LIVINGSTON, Treasurer**

By: Nancy Randolph  
**NANCY RANDOLPH, President Emeritus**

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**EXHIBIT A  
TO STATEMENT OF CONVERSION**

**ARTICLES OF INCORPORATION OF  
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- (B) To lessen the burdens of government;
- (C) To undertake charitable, literary, educational or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3); and,
- (D) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other things of value.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

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the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

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By: \_\_\_\_\_  
**PATRICIA AGER**, Incorporator

Date: \_\_\_\_\_