



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

#### WARRIOR BOOSTER CLUB, INC.

was filed in the office of the Secretary of State on the **seventh** day of **February** A. D. One Thousand Nine Hundred **seventy-seven** and **will be microfilmed** ~~is duly recorded~~ on Film No. 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 **Lewiston** in the County of **Nez Perce** 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 **7th** day of **February** A.D., 19 **77**.

Secretary of State.

ARTICLES OF INCORPORATION

of

WARRIOR BOOSTER CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, citizens of the United States of America, and residents of the State of Idaho, do hereby associate ourselves together to form a non-profit corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 10, Title 30, Idaho Code, and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, and we do hereby certify and declare as follows:

ARTICLE ONE

NAME

The name of the corporation is WARRIOR BOOSTER CLUB, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The post office address of the corporation's principal office is Post Office Drawer 698, Lewiston, Idaho 83501.

ARTICLE THREE

DURATION

That the period of the duration of this corporation is perpetual.

## ARTICLE FOUR

### PURPOSES

The purpose of this corporation is to provide financial aid and assistance to worthy students enrolled at Lewis-Clark State College, pursuing a course of study at such institution when such students are participating in athletics and to provide financial aid and assistance to the athletic programs at Lewis-Clark State College; for the foregoing purposes and to that end to borrow money, to buy, sell, hold, acquire, own, mortgage, hypothecate, transfer, lease, exchange, trade, or otherwise to do all acts and things necessary or convenient in or about the conduct, management, and carrying on of such activities, objectives, and purposes, and to make, perform, and carry out contracts and agreements for any lawful purpose to the same extent and as fully as natural persons might or could do, and to do, perform, and carry on its business as principal, agent, trustee, or otherwise.

## ARTICLE FIVE

### AUTHORITY

This corporation shall have the power to exercise any and all powers that corporations have and any exercise under the laws of the State of Idaho and as the same may be amended, except such powers as are inconsistent with the express provisions of these articles. And to do all and everything, necessary suitable, or proper for the accomplishment of any of the hereinbefore mentioned purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant

to, or growing out of or connected with, the aforementioned purposes and powers.

## ARTICLE SIX

### COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall enure to the benefit or be distributed 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 Four hereof. No substantial part of the activities of the corporation shall be the 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 provision of these Articles, the corporation shall not carry on 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 Internal Revenue Law) or b) by a corporation, contributions 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.)

## ARTICLE SEVEN

### NONSTOCK CORPORATION

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

## ARTICLE EIGHT

### MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of membership and the number and qualification of each member shall be set forth in the by-laws of this corporation and the rights and interests of all members shall be equal, and no member thereof can have or acquire a greater interest therein than any other member. The corporation shall issue membership certificates to each member thereof which certificates can not be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulation as the by-laws may prescribe.

## ARTICLE NINE

### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the statutes of the State of Idaho at the time of amendment.

## ARTICLE TEN

### DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business property and assets of the corporation shall go and be distributed to Lewis-Clark State College, so that the business properties and assets of this corporation shall then be used for, and devoted to non-profit, educational purposes. 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 sum subscribed, donated, or contributed by such members, or 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 purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to the furtherance of a non-profit charitable purpose.

## ARTICLE ELEVEN

### DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as initial directors, for a period until the first election as hereinafter set out, are as follows:

NAME	ADDRESS
<u>MICHAEL E. BELL</u>	<u>2325 5<sup>th</sup> ST, LEWISTON, ID</u>
<u>LEONARD E. WILLIAMS</u>	<u>836 GRIFFIN AVE, LEWISTON, ID</u>
<u>J. BRENT THOMPSON</u>	<u>602 22ND AVE, LEWISTON, ID</u>
<u>RUBE G. JONES</u>	<u>1418 7<sup>th</sup> ST, LEWISTON, ID</u>
<u>DON NESSETH</u>	<u>119 NEW 6<sup>th</sup> ST, LEWISTON, ID</u>
<u>JACK M. GRUBER</u>	<u>904 18<sup>th</sup> AVE., LEWISTON, ID</u>
<u>DEL STEINER</u>	<u>302 WEISGERBER BLDG, LEWISTON, ID</u>

The number, qualification, and terms of office, manner of election of directors, and time and place of called meetings, shall be prescribed on the by-laws of the corporation.

## ARTICLE TWELVE

### CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

Whenever the Board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

ARTICLE THIRTEEN

CORPORATE SEAL

This corporation shall not have a corporate seal.

ARTICLE FOURTEEN

INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

NAME	ADDRESS
<u>Michael E. Bell</u>	<u>2325 5<sup>th</sup> St. Lewiston, Idaho</u>
<u>LEONARD E. WILLIAMS</u>	<u>836 GRELLE AVE LEWISTON IDA</u>
<u>J. BRENT THOMSON</u>	<u>602 22ND AVE</u>
<u>RUBE G. JONES</u>	<u>1413 7th St., Lewiston, Idaho</u>
<u>DON NESSETH</u>	<u>119 NEW 6th ST. LEWISTON</u>
<u>Jack M. Gruber</u>	<u>904 18<sup>th</sup> Ave., Lewiston, Idaho</u>
<u>DEI STEINER</u>	<u>302 WEISBERGER Bldg</u>

IN WITNESS WHEREOF, we have hereunto set our hands  
this 21<sup>st</sup> day of January, 1977.

Michael E. Bell  
Leonard E. Williams  
J. Brent Thomson  
Rube G. Jones  
Don Nesseth  
Jack M. Gruber  
Dei Steiner



STATE OF IDAHO     )  
                              :  
County of Nez Perce   )

On this 21st day of January, 1977, before me, the undersigned,  
a Notary Public in and for the State of Idaho, personally appeared MICHAEL E.  
BELL, LEONARD E. WILLIAMS, J. BRENT THOMSON, RUBE G. JONES,  
DON NESSETH, JACK M. GRUBER, and DEL STEINER, known to me to be  
the persons whose names are subscribed to the foregoing instrument, and  
they acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal on this 21st day of January, 1977.

(NOTARY SEAL)

*Edith K. Sipton*  
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Notary Public in and for the State of  
Idaho, residing at Lewiston therein.