

24018

# State of Idaho

## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of MA TRE VAL COUNCIL OF CAMPFIRE, INC. an Idaho corporation file number C 26111 into O KI KA COUNCIL, CAMP FIRE, INC. an Idaho corporation file number C 24018, duly executed pursuant to the provisions of the Idaho Business 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 merger, and attach hereto a duplicate original of the Articles of merger, and articles of amendment changing the name to CAMP FIRE BOYS AND GIRLS, WA-KI-YA COUNCIL, INC.

Dated: October 26, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Sheryl Bell*

**ARTICLES OF AMENDMENT AND  
RESTATED ARTICLES OF INCORPORATION WITH  
ARTICLES OF MERGER OF THE O KI KA COUNCIL, CAMP FIRE, INC.  
AND THE MA TRE VAL COUNCIL CAMP FIRE, INC.  
AND TO CHANGE THE NAME OF THE NEW MERGED ORGANIZATION TO  
CAMP FIRE BOYS AND GIRLS, WA-KI-YA COUNCIL, INC.  
A NONPROFIT CORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of Amending the Articles of Incorporation, restating the Articles of Incorporation, and filing Articles of Merger, of the O Ki Ka council, Camp Fire, Inc. and the Ma Tre Val Council Camp Fire, Inc. to change the name of the new merged organization to Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc., a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, §§ 30-301 to 30-322) and all laws amendatory and supplementary, and for such purpose, do hereby make, adopt, acknowledge, certify, sign and file these amended, restated, and merged Articles of Incorporation for that purpose as follows:

**AMENDED ARTICLE OF INCORPORATION AND MERGER I**

**Plan of Merger**

The Ma Tre Val Council Camp Fire, Inc. primary area of service is the Boise, Treasure Valley, Twin Falls and Magic Valley areas. The O Ki Ka Council Camp Fire, Inc. primary area of service is the Pocatello and Southeastern Idaho area. The Board of Directors of these corporations state that the plan of merger of the Corporations is to combine these entities into one entity.

ARTICLES OF AMENDMENT...

IDAHO SECRETARY OF STATE  
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CORPORATION NON PROFIT AMENDMENT<sup>1</sup>  
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The plan of merger is for these two entities to be merged into one under the primary oversight, control, and jurisdiction of the Pocatello area O Ki Ka Council. In this process the Ma Tre Val Council will cease to exist, and the O Ki Ka Council shall change its name to the Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc. as part of this merger.

The other terms and conditions of the merger shall be specified in the resolution for merger of the two organizations which has been approved by them. This resolution of merger has been approved by these organizations as evidenced by the signatures of the President and Chief Operating Officer of each organization as follows: Ma Tre Val Council by Carolyn Flagan, O Ki Ka and Wa-Ki-Ya Council by Barbara Nash.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER II**

##### **Approval of Members**

The approval of the members is not required because the organization is under the control, direction, and auspices of the national office of Camp Fire Boys and Girls. The Camp Fire Boys and Girls national organization has approved this merger of these two organizations.

Further, the Board of Directors and members of both organizations, O Ki Ka Council and Wa-Ki-Ya Council have approved a statement of the plan of merger by a vote of the members and Board of Directors. The designation, number of members outstanding, number of votes entitled to cast each class entitled to vote separately on the plan and number of votes of each class

undisputedly voting for the plan, and the number of votes cast for or against the plan is set out in the resolution approving the merger of these organizations.

**AMENDED ARTICLE OF INCORPORATION AND MERGER III**

**Name of Merged Corporation**

The name of this Corporation is to be Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc.

**AMENDED ARTICLE OF INCORPORATION AND MERGER IV**

**Purpose**

The purpose for which the Council is formed is exclusively charitable and educational in accordance with § 501(c)(3) of the Internal Revenue Code of 1954. Any references herein to any provisions of such Code shall be deemed to mean such provision as now or hereafter existing, amended or supplemented, or superseded, as the case may be.

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers or employees or any other individual, whether before, upon or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred or as reimbursement for expenses incurred in conducting its affairs.

The purpose for which this Corporation is formed is to serve as a chartered council of Camp Fire Boys and Girls to provide the Camp Fire program throughout its jurisdiction and to work to improve conditions in society that affect youth in accordance with

the purpose of Camp Fire Boys and Girls. The specific purposes of the Corporation are:

a) To provide, through a program of informal education, opportunities for youth to realize their potential and to function effectively as caring, self-directed individuals responsible to themselves and to others; and, as an organization, to seek to improve those conditions in society which affect youth.

b) To achieve this purpose, Camp Fire Boys and Girls, working with individuals, communities, and society as a whole, shall encourage the development and preservation of spiritual and ethical values; the realization of the dignity and worth of each individual; the elimination of human barriers based upon assumptions which prejudge individuals; the practice of responsible citizenship exemplifying the highest standards of a free and democratic society; the wise use of human and natural resources; and shall provide experiences which stimulate curiosity and learning; provide renewal and adventure; develop sensitivity skills in human relationships, initiative, self-reliance, a positive self-image and responsible attitudes; encourage an understanding and appreciation of the environment, the development of skills in outdoor living, and the search for and maintenance of optimum health of boys and girls.

### **AMENDED ARTICLE OF INCORPORATION III**

#### **Powers**

In furtherance of its purpose, the Corporation shall have the following powers:

a) To hire, lease, buy, inherit or otherwise acquire, own and hold, and invest its funds in lands, buildings, equipment or other real or personal property for an office, program facility or similar purpose for the use and benefit of said Corporation; to build, construct, operate and manage said property for the benefit of Camp Fire; and to rent, lease, mortgage or sell all or any part of such real or personal property acquired by said Corporation.

b) To do, perform and supervise any and all things in furtherance of the general purposes hereinbefore expressed and not inconsistent with the statutes of the State of Idaho, and to have and to exercise all the powers conferred by the laws pursuant to, and under which, this Corporation is formed, as such laws are now in effect and may at any time hereafter be enacted or amended.

c) To have all powers of any corporation to do any and all lawful actions in the State of Idaho, including but not limited to those of a nonprofit corporation under Idaho Code § 30-3-24 now or as hereinafter amended.

#### **AMENDED ARTICLE OF INCORPORATION IV**

##### **Street Address of Office and Agent**

The street address of the initial registered office of the Corporation is:

Wa-Ki-Ya Council  
Camp Fire Boys and Girls  
653 East Center, Suite B  
Pocatello, Idaho 83205

The name of the Corporation's initial registered agent at this address is: Barbara Nash.

## **AMENDED ARTICLE OF INCORPORATION V**

### **Directors of Corporation**

The Directors constituting the Board of Directors of the Corporation shall be between five and forty-nine.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the corporation shall be indemnified by the corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the Director is liable for intentional misconduct or gross negligence. The Board of Directors may establish insurance to ensure this indemnification, as they deem necessary, in the Bylaws of this Corporation.

## **AMENDED ARTICLE OF INCORPORATION VI**

### **Meetings**

There shall be at least one meeting of the directors of the Corporation each year. Further, the Corporation shall have other annual meetings, special meetings, and other meetings as required by the Idaho Nonprofit Corporation Act.

## **AMENDED ARTICLE OF INCORPORATION VIII**

### **Dissolution**

In the event of the dissolution or final liquidation of the corporation, after all liabilities and obligations of the

corporation have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the corporation shall be distributed, conveyed, assigned or transferred to another Camp Fire council that is acquiring the jurisdiction or such remaining assets shall be transferred to Camp Fire Boys and Girls to administer according to the Bylaws of Camp Fire Boys and Girls.

Further, upon the dissolution of this corporation, all assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code) as discussed above, and in the event that Camp Fire Boys and Girls no longer exists, they 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 District Court of the county in which the principal 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.

#### **AMENDED ARTICLE OF INCORPORATION IX**

##### **Term**

This Corporation shall have perpetual existence, provided that a charter from Camp Fire Boys and Girls is held by the Corporation.



**AMENDED ARTICLE OF INCORPORATION X**

**Amendments**

These Articles may be amended by a two-thirds vote of the directors voting at a meeting of the Council, provided that the proposed amendment shall have been included in the notice of the meeting of the directors.

**CORPORATE AUTHORIZATION AND CERTIFICATION**

Wherefore, the undersigned hereby sign these Articles of Amendment and re-stated Articles of Incorporation with Articles of Merger of the Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc.

Camp Fire Boys and Girls, Wa-Ki-Ya  
Council, Inc. and  
O-KI-KA COUNCIL OF CAMP FIRE, INC.

Dated: Sept. 25, 1995

Barbara Nash  
by: Barbara Nash

STATE OF IDAHO           )  
                                  : ss  
County of Bannock       )

On this 25<sup>th</sup> day of September, in the year 1995, before me, a Notary Public of said State, personally appeared BARBARA NASH, known to be the president and authorized agent of Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc. and the O Ki Ka Council of Camp Fire, Inc., and known or identified to me to be the person whose name is subscribed to the within instrument, and being by me first duly sworn, declared that the statements therein are true, and acknowledged to me that she executed the same accordingly.

(SEAL)

M. S. Anderson  
NOTARY PUBLIC FOR IDAHO

Residing at: Porterville, Idaho  
My Commission Expires: 7-19-99

ARTICLES OF AMENDMENT...

MA TRE VAL COUNCIL OF CAMP FIRE, INC.

Dated: 10/11/95

Carolyn Flagan  
Carolyn Flagan

STATE OF IDAHO           )  
                                  : ss  
County of ADA           )

On this 11<sup>th</sup> day of October, in the year 1995, before me, a Notary Public of said State, personally appeared CAROLYN FLAGAN, known to be the president and authorized agent of Ma Tre Val Council of Camp Fire, Inc., and known or identified to me to be the person whose name is subscribed to the within instrument, and being by me first duly sworn, declared that the statements therein are true, and acknowledged that she executed the same accordingly.

(SEAL)

Jim Ham  
NOTARY PUBLIC FOR IDAHO  
Residing at: BOISE, IDAHO  
My Commission Expires: 5/21/99

ARTICLES OF AMENDMENT...

## RESOLUTION OF MERGER

The Board of Directors and members of the O Ki Ka Council Camp Fire, Inc. and the Ma Tre Val Council Camp Fire, Inc., hereby propose a merger of the organizations as follows.

Whereas, the O Ki Ka Council Camp Fire, Inc. operates in Southeastern Idaho; and

Whereas, the Ma Tre Val Council Camp Fire, Inc. operates in the Boise, Treasure Valley and Magic Valley areas; and

Whereas, these organizations desire to merge under the offices of Pocatello, Idaho and to change their names to Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc.

IT IS HEREBY moved and seconded as follows.

The two entities to be merged into one under the primary oversight, control, and jurisdiction of the Pocatello area O Ki Ka Council. In this process the Ma Tre Val Council will cease to exist, and the O Ki Ka Council shall change its name to the Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc. as part of this merger.

IT IS FURTHER moved that the attached "Articles of Amendment and Restated Articles of Incorporation with Articles of Merger of the O Ki Ka Council, Camp Fire, Inc. and the Ma Tre Val Council Camp Fire, Inc. and to Change the Name of the New Merged Organization to "Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc., a Nonprofit Corporation" be adopted by these organizations and filed with the Secretary of State. The Board of Directors and members further expressly authorize Barbara Nash and Carolyn Flagan

to sign the same and submit them for filing with the Idaho Secretary of State, if approved by the organizations.

The approval of the members is not required because the organization is under the control, direction, and auspices of the national office of Camp Fire Boys and Girls. The Camp Fire Boys and Girls national organization has approved this merger of these two organizations.

However, the Board of Directors and members of both of the organizations, O Ki Ka Council and Ma-Tre-Val Council, have approved this statement of the plan of merger by a vote of the members and Board of Directors. The designation, number of members outstanding, number of votes entitled to cast, each class entitled to vote separately on the plan, number of votes of each class undisputedly voting for the plan, and the number of votes cast for or against the plan is set out below in this resolution approving the merger of these organizations.

<u>ORGANIZATION</u>	<u>TOTAL VOTING</u>	<u>FOR</u>	<u>AGAINST</u>
O Ki Ka Council Camp Fire, Inc. Directors Members		6	6 0
Ma Tre Val Camp Fire, Inc. Directors Members	17	17	0

Thus, this resolution of merger has been approved by these organizations as evidenced by the signatures of the President and Chief Operating Officer of each organization as follows: Ma Tre Val Council by Carolyn Flagan, O Ki Ka and Wa- Ki-Ya Council by Barbara Nash.

Camp Fire Boys and Girls, Wa-Ki-Ya  
Council, Inc. and  
O-KI-KA COUNCIL OF CAMP FIRE, INC.

Dated: October 19, 1995

Barbara Nash  
by: Barbara Nash

STATE OF IDAHO )  
                              ):ss  
County of Bannock )

On this 19<sup>th</sup> day of October, in the year 1995, before me, a Notary Public of said State, personally appeared BARBARA NASH, known to be the president and authorized agent of Camp Fire Boys and Girls, Wa-Ki-Ya Council, Inc. and the O Ki Ka Council of Camp Fire, Inc., and known or identified to me to be the person whose name is subscribed to the within instrument, and being by me first duly sworn, declared that the statements therein are true, and acknowledged to me that she executed the same accordingly.

(SEAL)

Charles E.  
NOTARY PUBLIC FOR IDAHO  
Residing at:  
My Commission Expires:

Dated: 10/11/95

MA TRE VAL COUNCIL OF CAMP FIRE, INC.  
Carolyn Flagan  
Carolyn Flagan

STATE OF IDAHO )  
                              ):ss  
County of ADA )

On this 11<sup>th</sup> day of October, in the year 1995, before me, a Notary Public of said State, personally appeared CAROLYN FLAGAN, known to be the president and authorized agent of Ma Tre Val Council of Camp Fire, Inc., and known or identified to me to be the person whose name is subscribed to the within instrument, and being by me first duly sworn, declared that the statements therein are true, and acknowledged that she executed the same accordingly.

(SEAL)

Jim Han  
NOTARY PUBLIC FOR IDAHO  
Residing at: BOISE, ID  
My Commission Expires: 5/21/99