

ARTICLES OF INCORPORATION

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The undersigned, acting as incorporators of a Corporation under the Idaho Nonprofit Corporation Act of the State of Idaho, do hereby adopt the following Articles of Incorporation:

Article I.

The name of the Corporation is **SOUTHWEST IDAHO DISTRICT COUNCIL OF THE ST. VINCENT DE PAUL SOCIETY, INC.**

Article II.

The Corporation is organized and formed as a non-profit Corporation under the laws of the State of Idaho with perpetual duration for benevolent purposes, especially to support conferences affiliated with the Society of St. Vincent de Paul, and aid the deserving poor through spiritual and material assistance in Southwest Idaho, and to serve all those charitable and educational works of the Society of St. Vincent de Paul, the international charitable society of which this Corporation is a part. This organization is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code.

The Corporation shall not discriminate in offering its services on the basis of race, color, creed, national origin or ethnic origin. The Corporation shall be authorized to carry on such supplemental and attendant activities as the Board of Directors may deem appropriate and prudent consistent with the purposes herein stated but not inconsistent with any prohibitions contained herein. In furtherance of these ends, the Corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, and to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation heretofore stated without limitation, except those limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, and any laws applicable hereto.

The Corporation shall have the power and authority to do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, or officers except as may be permitted under the Idaho Nonprofit Corporation Act, and, in furtherance of its corporate purposes, the Corporation shall have all of the general powers afforded a Corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. No substantial part of the

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activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further Federal Tax Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Article III.

Each St. Vincent de Paul conference within Southwest Idaho shall appoint up to two (2) individuals to serve as members of the Corporation.

The initial member is the Incorporator.

Article IV.

The Corporation shall be managed by a Board of not more than nine (9) Directors. The initial Board of Directors of this Corporation shall have a term of one (1) year, or until their successors are elected and qualified. At the first annual meeting of the Members, the Board shall be classified to create three (3) classes of directors consisting of one-third ($\frac{1}{3}$) of the directors in each class pursuant to Idaho Code section 30-316. The term of the first class shall expire at the first annual meeting after their election; the term of the second class shall expire at the second annual meeting after their election; and the term of the third class shall expire at the third annual meeting after their election. Directors elected at the second, third, fourth and all subsequent annual meetings shall be elected to terms of three (3) years to the end that after the first annual meeting, the term of one class, *i.e.*, one-third ($\frac{1}{3}$) of the directors shall expire each year.

The term of all directors shall begin immediately after their election.

The Incorporator constitutes the initial Board of Directors.

Article V.

The initial registered agent and her street address is Margo Henning, 3717 Ticonderoga Way, Boise, Idaho 83706.

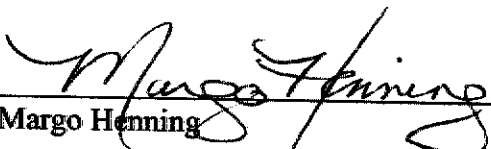
Article VI.

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, as amended from time to time, 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 such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

7th IN WITNESS WHEREOF, The undersigned incorporator has set her hand hereto as of this day of ~~July~~, 1998.

August


Margo Henning