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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

COMMUNITY ASSISTANCE CENTER, 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 COMMUNITY ASSISTANCE CENTER, 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: June 5, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl Davies*

JUN 5 1 15 PM '92
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
COMMUNITY ASSISTANCE CENTER, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation"), organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I.

NAME

The name of the Corporation is the Community Assistance Center, Inc.

ARTICLE II.

NONPROFIT STATUS

The Corporation is a nonprofit Corporation.

ARTICLE III.

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV.

PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. Providing comprehensive and coordinated services to assist the homeless and those at risk of becoming homeless in becoming self-sufficient, including the provision of short-term shelter and facilities which will function as a clearing house for homeless services.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including by not limited to the power to accept donations of money, property,

whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation 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.

C. Notwithstanding any other provision of these articles, the foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or (b) by a corporation contributions to which are deductible under Sections 170(a) and (c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

ARTICLES V.

LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 the carrying on of propaganda, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time).

ARTICLE VII.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall be vested with all of the power and authority to supervise, control, direct, and manage the property, affairs, and activities of the Corporation. The Board of Directors shall consist of not less than three (3)

directors, and the maximum number of directors shall be as determined in the Bylaws. At least twenty-five percent (25%) of the members of the board of directors shall be drawn from members of the Boise City/Ada County Coalition for the Homeless, so long as that body is a functioning entity.

The names and street addresses of the persons consisting of the initial Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Velma Morrison | Harry W. Morrison Foundation 1401 Shoreline Drive Boise, Id 83702 |
| Samantha Silva | 2819 Crescent Rim Dr. Boise, ID 83709 |
| Doug Oppenheimer | Oppenheimer Development 877 W. Main St., Suite 750 Boise, ID 83702 |
| Connie Hogland | Boise Neighborhood Housing 1101 N. 28th Boise, ID 83702 |
| Ed Musslewhite | Dept. of Economic Opportunity 450 W. State St., 7th Fl. Boise, ID 83702 |
| Mary Anne Saunders | Region IV Health & Welfare 4355 Emerald Boise, ID 83706 |
| Judy Strand | 870 Curling Dr. Boise, ID 83702 |
| Nancy Catalano | Region IV Mental Health 1720 Westgate Dr. Boise, ID 83704 |
| Charlotte Brother | 1308 Harcourt Dr. Boise, ID 83702 |
| Catherine Bird | Ada County Community Services 650 Main St. Boise, ID 83702 |

NameAddress

Connie Kuhlman

El-Ada
1191 Grand Avenue
Boise, ID 83702

Eric L. Berliner

Elam, Burke & Boyd, Chartered
P.O. Box 1539
Boise, Idaho 83701

Mary K. Aucutt

Boise Public Library
715 South Capital Blvd.
Boise, ID 83702

Paula Forney

Mayor's Office
P.O. Box 500
Boise, ID 83701

Ethna Scaraglino

Dept. of Employment
105 South Third
Boise, ID 83735

John Muller

7233 Cascade Drive
Boise, ID 83704

Jack Holmes

United Way
5420 Franklin Road
Boise, ID 83705-1080

Steve Bertoglio

Community Contribution Center
P.O. Box 5963
Boise, ID 83707

Lee Ann Van Vleet Nelson

8545 Wichita Drive
Boise, ID 83709

Bill Brown

El-Ada
1191 Grand Avenue
Boise, ID 83702

ARTICLE VIII.

INDEMNIFICATION

No members of the Board of Directors and no officer duly appointed by the board shall have any personal liability for acts performed in his or her official capacity in good faith nor shall any such director or officer be liable for nonfeasance or misfeasance in the performance of duties, but only in case of malfeasance. The foundation shall indemnify the members of its board of directors, its officers, agents, and employees against any and all expenses and liabilities, including attorney fees and any other costs, which they or any of them incur in connection with any suit or suits which may be brought against them or any of them involving or pertaining to any of their official acts or duties (whether it be alleged that such acts are ultra vires or otherwise), provided only that in such suit or suits, personal liability is finally established against them incident to any act of malfeasance on their part. This provision shall not be deemed to prevent compromise of any such litigation when such compromise is deemed advisable.

ARTICLE IX.

INCORPORATOR

The name and street address of the incorporator is Charlotte Brother, 1308 Harcourt Drive; Boise, Idaho 83702.

ARTICLE X.

INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the city of Boise, county of Ada, State of Idaho. The address of the initial registered office is 702 W. Idaho, Boise, Idaho 83702, and the name of the initial registered agent at this address is Eric L. Berliner.

ARTICLE XI.

BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws of the Corporation may, from time to time, be altered, amended, suspended, repealed, or new bylaws adopted by resolution adopted by two-thirds (2/3) majority of the entire Board of Directors of the Corporation.

ARTICLE XII.

DISSOLUTION

The Corporation shall not be dissolved except by resolution of the Board of Directors which has been approved by a majority of the members of the Corporation. Upon dissolution, all assets belonging to the Corporation shall, after due provision for any liabilities then outstanding and unpaid (hereafter "net assets"), be distributed to the Boise City/Ada County Coalition for the Homeless, if it is then an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. If the Boise City/Ada County Coalition for the Homeless, is not then an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, then the corporation's net assets shall be distributed to an organization(s) which is/are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Such organization(s) shall be selected by a majority vote of the Board of Directors. Any such assets not so distributed or disposed of shall be deposited with the District Court of Ada County for distribution by the court to an organization(s) as outlined herein above.

DATED This 5th day of June, 1992.



Charlotte Brother