

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LATAH COUNTY HISTORICAL FOUNDATION, INC.

File number C 110927

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 LATAH COUNTY HISTORICAL FOUNDATION, 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 9, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

ARTICLES OF INCORPORATION OF

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LATAH COUNTY HISTORICAL FOUNDATION, INC.

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

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Article I Name

The name of the corporation is: **LATAH COUNTY HISTORICAL FOUNDATION,**
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 Registered Office and Agent

The address of the initial registered office of the corporation is: 327 East Second Street, Moscow, Latah County, Idaho 83843, and the name of the initial registered agent at this address is: Constance L. DeWitt.

Article V Purposes

The purposes for which the corporation is organized and will be operated are as follows: To receive, invest, and manage money and other assets as a permanent endowment for the benefit of the Latah County Historical Society.

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 directors or 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. 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, as amended from time to time.

Article VII No Members

The corporation shall not have members.

Article VIII Board of Directors

The affairs of the corporation shall be managed by its Board of Directors. The number of directors serving on the board shall be set forth in the corporation's Bylaws. The names and street addresses of the persons constituting the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
1. Keith Petersen	NW 313 Webb Pullman WA 99163	3/97
2. Jack Porter	725 East E St. Moscow ID 83843	3/97
3. Eugene Slade	815 Nez Perce Moscow ID 83843	3/97
4. Martin Trail	116 N. Hayes Moscow ID	3/96
5. Mary Reed	NW 313 Webb Pullman WA 99163	3/96
6. Nancy Johansen	1407 View St. Moscow ID 83843	3/96

Whenever a vacancy shall occur on the Board of Directors by expiration of a director's term or by death, resignation, or any other reason, such vacancy shall be filled by an individual elected by the governing body of the Latah County Historical Society.

Article IX Bylaws

Provisions for the regulation of the internal affairs of the corporation shall be set forth in Bylaws to be adopted by the Board of Directors. The Board of Directors may amend the Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Article X Distribution on Dissolution

In the event of 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 in the following order of priority:

1. The Latah County Historical Society.
2. A duly constituted successor organization to the Latah County Historical Society, if such successor organization is at that time duly qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
3. A court of general jurisdiction then located in Latah County, Idaho, to be distributed exclusively to such organization or organizations as the court shall determine to be consistent with the purposes of this corporation, provided that such each such recipient must at that time be duly qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article XI Incorporator

The name and street address of the incorporator is: Nancy Johansen, 1407 View Street, Moscow, Idaho 83843.

DATED this 5th day of June, 1995.


Nancy Johansen, Incorporator