

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FACULTY WOMEN'S CLUB, LIMITED

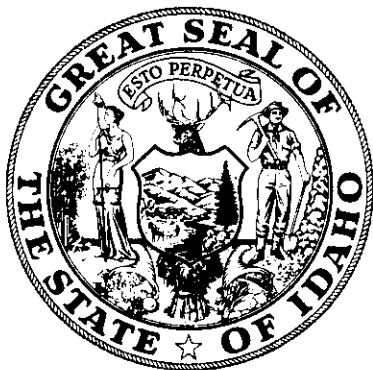
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FACULTY WOMEN'S CLUB, LIMITED

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 December 8, 1981.



Pete T. Cenarrusa

SECRETARY OF STATE

Penny Geersa

Corporation Clerk

ARTICLES OF INCORPORATION
OF
FACULTY WOMEN'S CLUB, LIMITED

We, the undersigned, all of whom are residents of the State of Idaho, desiring to form a not for profit corporation pursuant to the not for profit corporation law of the State of Idaho, do hereby state:

I

NAME

The name of the proposed corporation is FACULTY WOMEN'S CLUB, LIMITED.

II

PURPOSE

The purposes for which this not for profit corporation is formed are as follows:

a. To further the interests of the University of Idaho in its various functions, education, research and public service.

b. To further and participate in the educational process.

c. To provide an opportunity for the women affiliated with the University of Idaho to meet with each other for educational and social purposes.

d. This corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States of America Internal Revenue Law).

III

POWERS

The powers of this corporation shall be as follows:

a. To exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the State of Idaho and set forth in Idaho Code Section 30-1-4.

b. To carry out these powers or any part of them as principal, agent or otherwise, either alone or in association with any other persons, firms, associations or corporations in any part of the world as the owner of property or the owner or holder of shares in any organization and to perform such contracts or acts with any person, firms, associations or corporations or any government or subdivision, agency or instrumentality thereof and to do such acts and things and to exercise such powers as a natural person could do or exercise.

c. To do each and every thing necessary, suitable, convenient or proper for and in connection with or incidental to the accomplishment of any one or more of the purposes or the exercise of any one or more of the powers herein enumerated or designed directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and, in general, to do any and all things and exercise any and all powers, rights and privileges for which a corporation may now or hereafter be organized under the business corporation laws of the State of Idaho and under any act amendatory thereto, supplemental thereto and substituted therefor except for those acts and powers which may be denied to a not for profit corporation.

d. To exercise the powers set out above, to conduct these activities and achieve these ends without pecuniary profit.

e. To promulgate rules and regulations governing the rights and activities of its members in their conduct of the

corporation's activities and in their use of the corporation's facilities and property.

f. To carry on all other business not specifically hereinabove mentioned and not inconsistent with the law and in furtherance of the stated purposes of the corporation.

IV

DURATION

The duration of this corporation shall be perpetual.

V

OPERATIONS

The operations of this corporation are principally to be conducted in the county of Latah, State of Idaho. The office of the corporation will be located in the City of Moscow, County of Latah, State of Idaho.

VI

DIRECTORS

The number of directors of the corporation shall be no less than three (3).

VII

OFFICE AND REGISTERED AGENT

The office of this not for profit corporation shall be located at Route 2, Box 284C, Moscow, Idaho. The name and address of the registered agent of the corporation is:

Elaine E. Laurence
Route 2, Box 284C
Moscow, Idaho 83843

VIII

MEMBERSHIP

There shall be two classes of membership, active and honorary:

severing their connection with the University, except in the case of honorary members.

Section 4. Evidence of Membership. Every member shall be issued a membership directory as evidence of membership.

IX

GENERAL PROVISIONS

a. The corporation shall have no capital stock.

b. In the event of liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, any disposition made of the assets of the corporation shall be such as is calculated to carry out the objects and purposes for which the corporation is formed.

c. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 II above. 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, 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 (a) by a corporation exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States of America Internal Revenue Law) or (b) by corporate contributions which are not deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States of America Internal Revenue Law).

ELAINE E. LAURENCE

Route 2, Box 284 (c)
Moscow, Idaho 83843

DARLENE M. EVERSON

1241 Ponderosa Drive
Moscow, Idaho 83843

d. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States of America Internal Revenue Law) or (b) by corporate contributions which are not deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States of America Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the County in which the principal place of business of the corporation is then located exclusively for such purposes or to such organization or organizations as that Court shall determine which are organized and operated exclusively for such purposes.

X

INCORPORATORS

The names and post office address of the incorporators, each of whom is a citizen of the United States and a resident of the State of Idaho are:

NAME	ADDRESS
ELAINE E. LAURENCE	Route 2, Box 284 (c) Moscow, Idaho 83843
DARLENE M. EVERSON	1241 Ponderosa Drive Moscow, Idaho 83843
KATHLEEN R. KOLLER	808 Park Drive Moscow, Idaho 83843

The incorporators shall serve as the initial board of directors and shall serve until the election and qualification of their successors.

XI
AMENDMENT

Amendment to these articles shall be adopted by majority vote of the membership after proper notice to the members upon adoption of a resolution by the Board of Directors pursuant to the provisions of Idaho Code section 30-326.

WITNESS our hands and seals this 2 day of Dec, 1981.

Elaine E. Laurence
Darlene M. Everson
Kathleen R. Koller

STATE OF IDAHO)
)ss
COUNTY OF LATAH)

On this 2 day of December, 1981, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared ELAINE E. LAURENCE, DARLENE M. EVERSON and KATHLEEN R. KOLLER known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they each executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

Lawrence Johnson
Notary Public for the State of
Idaho.