



CERTIFICATE OF INCORPORATION
OF

COUNCIL SENIOR CITIZENS, INC.

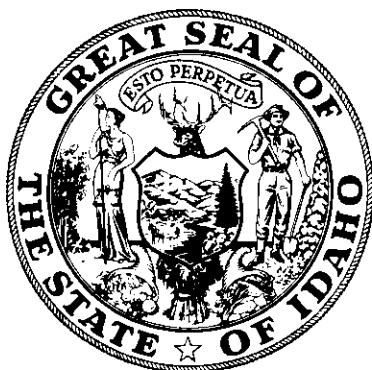
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COUNCIL SENIOR CITIZENS, 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 July 29, 19 82.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
JUL 29 08 44 AM '82
COUNCIL SENIOR CITIZENS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 10. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the association is: Council Senior Citizens, Inc.

ARTICLE II

The period of existence and the duration of the life of this association shall be perpetual.

ARTICLE III

The location of this association is on 201 Moser Ave., Council, Idaho. The address of the registered office of this association is 201 Moser Ave., Emmett, Idaho 83612, Admas County.

ARTICLE IV

This association shall be non-profit membership association and its membership shall be non-assessable. No capital stock shall be issued and no dividend or pecuniary profits shall be declared or paid to members thereof.

ARTICLE V

(1) The nature of the activity and the object and purpose of this association shall be as follows:

- (a) To provide, furnish and operate services and/or facilities in the Council area for senior citizens 60 years of age and older.
- (b) To accommodate all senior citizens 60 years of age or older without regard to race, color, sex, creed, or national origin.

(2) This corporation is organized exclusively for charitable purposes with the means of Section 501(c) (3) of the Internal Revenue Code and notwithstanding any other provisions of these Articles, The Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code and not consistent with Title 30, Idaho Code. In order to carry out the foregoing and strictly limited thereto, the Association shall have the following powers:

- (a) To exercise generally all powers and authority customarily exercised by non-profit cooperative association.
- (b) To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade, and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.
- (c) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, easements, hereditaments and appurtenances of all kinds and wheresoever situated and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.
- (d) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

- (e) To accept gifts and grants of all kinds, from any and all sources, including but not limited to the State and Federal governments.
- (f) To have one or more officers to carry on all or part of its operations and business, and to do all and everything necessary, suitable, convenient or proper, for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law.
- (g) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Association. The Association shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to do the same extent and as fully as any natural person could or might do, within the framework of these Articles of Incorporation, and the general corporation laws of the State of Idaho and under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

The Association shall execute a membership certificate to each member thereof, and any transfer or assignment of said membership certificate shall be governed by law and the By-Laws of this Association. The qualifications for membership, fees, dues or assessments shall be strictly as prescribed by the By-Laws of this Association. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest to this Association than any other member.

ARTICLE VII

The general officers of this Association shall be Chairman, Vice-Chairman, Secretary and Treasurer, provided, however, that the office of Secretary and Treasurer may be combined. The number of directors of the Association and the duties of the general officers of the Association and the Board of Directors shall be prescribed by the By-Laws. The mode of election of the general officers and the Board of Directors shall be as prescribed by the By-Laws.

ARTICLE VIII

These Articles of Incorporation and the By-Laws of the Association may be amended in the manner provided by the State Law for non-profit cooperative association at the time of any such amendment.

ARTICLE IX

This Association is one which does not contemplate pre-cuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this Association after payment of or adequate provision for the debts and obligations of the Association, the remaining assests shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt statues under Section 501, Subdivision (c) (3) of the Internal Revenue Code. If this Association holds any **assets** in trust, such assets shall be disposed of in such manner as may be directed by decree of the District Court of the County in which this Association's principal office is located, on petition therfore by any person concerned in the liquidation.

ARTICLE X

The initial registered agent Ann Rubottom, 201 Moser Ave. Council, Idaho 83612, Adams County.

ARTICLE XI

The initial Board of Directors and the incorporations of the Association are the same. The names and addresses are as follows:

Ann Rubottom - Chairman - P.O. Box 130, Council, ID 83612

Ann Rubottom

Jim Rubottom - Vice Chairman - Council, ID 83612

Jim Rubottom

Bernard Baldwin - Treasurer - P.O. Box 493, Council, ID 83612

Bernard Baldwin

Virginia Ellis - Secretary - P.O. Box , Council, ID 83612

Virginia Ellis

N. C. Arterburn - P.O. Box 453, Council, ID 83612

Edna Baker

Edna Baker - Council, Idaho 83612

N.C. Arterburn

Helen Simpson - Council, Idaho 83612

Helen Simpson

In witness whereof, we have hereunto set our hands and seals this 1st day of June 1982.

Dorey Looney