



CERTIFICATE OF INCORPORATION
OF

INC PROPERTIES, 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 _____

INC PROPERTIES, 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 _____ **November 22** , 19 **85** .



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark
Corporation Clerk

Nov 22 2 19 PM '85

SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
IMC PROPERTIES, INC.

The undersigned, who is a citizen of the United States, desiring to form a Nonprofit Corporation under the Idaho Non-profit Corporation Act, does hereby certify:

Article 1
NAME

1.1 The name of the Corporation shall be IMC PROPERTIES, INC.

Article 2
DURATION

2.1 The period of duration shall be perpetual.

2.2 The Corporation is organized as a nonprofit corporation.

Article 3
PURPOSE

3.1 The Corporation is organized pursuant to Sec. 501(c)(2) of the Internal Revenue Code (IRC) or corresponding section of any future federal tax code.

3.2 The Corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount, less expenses, to the Idaho Migrant Council, Inc., an Idaho nonprofit corporation and public charity, organized pursuant to IRC Sec. 501(c)(3).

Article 4
POWERS

4.1 The Corporation shall have all powers prescribed by law and all powers necessary and incidental to the fulfillment of its

purpose.

Article 5
LIMITATIONS ON POWERS

5.1 NO PRIVATE INUREMENT. The property, assets, profits, corporate opportunities and net income of the Corporation are irrevocably dedicated to the Corporation's specific and primary purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any individual.

.1 No part of the net earnings 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 3 hereof.

.2 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Idaho Migrant Council, Inc.'s members, directors, officers or employees, 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 3 hereof.

5.2 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 distribu-

tion of statements) any political campaign on behalf of any candidate for public office.

5.3 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)(2) of the Internal Revenue Code of 1954, or corresponding section of any future Federal tax code.

Article 6 NO MEMBERSHIP

6.1 The Corporation shall have no membership or capital stock of any kind.

Article 7 BOARD OF DIRECTORS

7.1 The affairs of the Corporation shall be conducted by a board of directors and by such officers, committees, agents and employees as the Directors may from time to time appoint.

7.2 The Board of Directors shall consist of eleven (11) persons who shall be elected by the Board of Trustees of the Idaho Migrant Council, Inc., an Idaho nonprofit corporation, as follows:

.1 The President of the Board of Trustees of the Idaho Migrant Council, Inc. shall be a member of the Board of the Corporation.

.2 The Executive Director of the Idaho Migrant Council, Inc. shall be a member of the Board of the Corporation.

.3 Three members of the Corporation's Board of Directors shall be chosen from the membership and board of the

Idaho Migrant Council, Inc.

.4 Six members of the Corporation's Board of Directors shall be persons unaffiliated with the Idaho Migrant Council, Inc. and chosen as specified in the By-laws of the Corporation.

7.3 The the initial Board of Directors shall serve for an initial term not to exceed six months or until a full Board of Directors is elected, whichever shall first occur.

Article 8
REGISTERED AGENT

HUMBERTO FUENTES, Executive Director
Idaho Migrant Council, Inc.
El Mercado Building, Suite 200
317 Happy Day Boulevard
P.O. Box 490
Caldwell, Idaho 83606-0490

Article 9
INITIAL DIRECTORS

HUMBERTO FUENTES, Executive Director
Idaho Migrant Council, Inc.
P.O. Box 490
Caldwell, Idaho 83606-0490

HECTOR DeLEON, Deputy Director
Idaho Migrant Council, Inc.
P.O. Box 490
Caldwell, Idaho 83606-0490

ELISEO De La ROSA, President
Idaho Migrant Council, Inc.
P.O. Box 490
Caldwell, Idaho 83606-0490

Article 10
INCORPORATOR

10.1 By resolution dated November 4, 1985, the Board of Trustees of the Idaho Migrant Council, Inc. authorized its Executive Director to incorporate a 501(c)(2) title holding company.

10.2 The incorporator of the Corporation is:

HUMBERTO FUENTES, Executive Director
Idaho Migrant Council, Inc.
P.O. Box 490
Caldwell, Idaho 83606-0490

Article 11
PRINCIPAL PLACE OF BUSINESS

11.1 The place in this State where the principal office of the Corporation is to be located is El Mercado Building, Suite 200, 317 Happy Day Boulevard, P.O. Box 490, Caldwell, Idaho 83606-0490.

Article 12
AMENDMENT

12.1 The Articles of Incorporation of the Corporation may be amended only by the affirmative vote or written consent of both two-thirds (2/3) of the whole Board of Directors of the Corporation and two-thirds (2/3) of the whole Board of Directors of the Idaho Migrant Council, Inc. Board of Trustees, or its successor sec. 501(c)(3) corporation, if any.

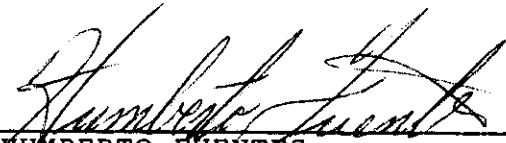
Article 13
DISSOLUTION

13.1 Upon the dissolution of the Corporation, the assets shall be distributed to the Idaho Migrant Council, Inc. or its successor organization, if any, which is organized pursuant to IRC sec. 501(c)(3).

13.2 If upon the dissolution of the Corporation neither the Idaho Migrant Council, Inc. nor a successor sec. 501(c)(3) organization exists, the assets shall be distributed for one or more exempt purposes within the meaning of sec. 501(c)(3) of the

Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

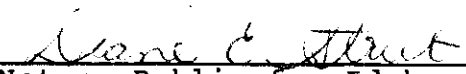
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on the ^{22nd}~~21st~~ day of November, 1985.


HUMBERTO FUENTES

STATE OF IDAHO)
) ss:
County of Ada)

Before me, the undersigned Notary Public for the State of Idaho, personally appeared HUMBERTO FUENTES, known to me to be the person who as the Incorporator executed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of November, 1985.


Notary Public for Idaho
Residing at: Boise, ID.
My Comm. Exp's: 8-13-87