

Articles of Incorporation of
NAMPA LIONS CHARITIES, INC.

I.

The name of this corporation is: **NAMPA LIONS CHARITIES, Inc.**

II.

A. This corporation is a public benefit corporation and is not organized for the private gain of any natural or unnatural person or entity. It is organized under the Nonprofit Corporation Laws of the State of Idaho, exclusively for fraternal, charitable, civic and social pursuits, and for other like purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 or its subsequent amendments or equivalent.

B. The specific purpose of this corporation is to operate as a social and charitable organization and to engage in any lawful activity in accordance with the requirements, stipulations and criteria of The International Association of Lions Clubs, which is allowed by law within the meaning of the Idaho Nonprofit Corporations Act of 1993 and its subsequent equivalents or amendments.

III.

The name and address of the initial incorporator of the corporation is: Lisa Westfall, 938 West Greenhurst Road, Nampa, Idaho, 83686.

IV.

The name and address in the State of Idaho of the registered agent is: Bruce D. Skaug, 308 12th Avenue Road, Nampa, Idaho, 83686.

V.

After the term of the initial board of directors has ended, the board of directors, and the number thereof, shall be as specified in the bylaws, *provided* that the number of the members of the board of directors shall never be less than three (3) and the corporation shall have the following officers: president, vice-president, and secretary, and other officers as shall be provided by the bylaws; and the members of the board of directors hereof shall be the directors and officers of the Nampa Lions Club, Nampa, Idaho and their term as directors shall be concurrent with their term as director and officers of the Nampa Lions Club, Nampa, Idaho. The term of the initial board of directors shall end upon the adjournment of the first organizational meeting of the initial board of directors. At the first organizational meeting, the initial board of directors shall approve such resolution(s) that will provide compliance of the Corporation in accordance with this paragraph and such other requirements, stipulations, or criteria as established by the International Association of Lions Clubs. Members of the board of directors shall be of members-in-good-standing of the Nampa Lions Club, Nampa, Idaho.

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VI.

The names and addresses of the initial board of directors is as follows:

Lisa Westfall
President
938 West Greenhurst Road
Nampa, Idaho, 83686

Bob Donald
Secretary
222 Crestwood Drive
Nampa, Idaho 83686

Rod White
Vice President
7833 Birch Lane
Nampa, Idaho 83687

VII.

OPERATION

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) or other applicable subsection of Section 501(c) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxes under IRC Section 501(c)(3) or other applicable subsection of 501(c) or (b) by a corporation contributions to which are deductible under the IRC Section 170(c) (2), or corresponding provisions of any future United States internal revenue law.

VIII.

MEMBERSHIP

Upon adjournment of the organizational meeting of the initial board of directors, this corporation shall be a membership corporation and shall have members within the meaning of the Title 30, of the Idaho Code, more particularly *Section 30-3-34* or its subsequent equivalent. Admission of members into the corporation shall be governed by the bylaws of this corporation.

IX.

DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income of the assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts, liabilities and obligations of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and shall be operated exclusively for charitable and educational purposes in harmony with those of this organization, and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of 1954 or its subsequent equivalent or amendment.


X.

AMENDMENTS

Except as provided herein, the Articles of Incorporation shall only be amended by the members of the Corporation, in accordance with Idaho Code 30-3-93(1), who are members in good standing of the Nampa Lions Club, upon approval of the board of directors of the corporation except as limited by law, and upon presentation to the members after proper notice thereof pursuant to Idaho Code 30-3-50, and two-thirds (2/3rds) of the membership of this Corporation voting in favor thereof at any District convention or regular annual meeting of the Corporation. Upon approval, notice shall be given by the secretary of the corporation to the Secretary of State of the State of Idaho, in accordance with Idaho Code 30-3-93 or its subsequent equivalent or amendment.

The initial board of directors, as identified in paragraph V, shall have the authority to amend these Articles of Incorporation or the bylaws of this Corporation, to conform to the requirements, stipulations, or criteria of The International Association of Lions Clubs as has been or shall be placed in writing.

Dated this 8 day of December A.D. 2001.


LISA WESTFALL
Initial Incorporator
NAMPA LIONS CHARITIES, INC.