

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ESQUIRES, INCORPORATED

was filed in the office of the Secretary of State on the **First** day of **July** A. D. One Thousand Nine Hundred **Sixty-Five** and is duly recorded on ~~File No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Pocatello** in the County of **Bannock** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **1st** day of **July**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By _____
Deputy Secretary of State.

ARTICLES OF INCORPORATION

OF

ESQUIRES, INCORPORATED

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WE, THE UNDERSIGNED, Being natural persons of full age and citizens of the United States, hereby incorporate ourselves as a non-profit, cooperative association under the Nonprofit Cooperative Associations Law of the State of Idaho [Sections 30-1001ff. I.C.].

ARTICLE I

The name of this association shall be ESQUIRES, INCORPORATED.

ARTICLE II

The purposes and powers of the association are to do any or all things permitted by law, to the same extent as natural persons might, in the advancement of education and the support of charities, as contemplated by §501(c)(3) I.R.C. and Regulations pursuant thereto, or any amendments thereof, and in the establishment, maintenance, and operation of a social club, as contemplated by §501(c)(7) I.R.C. and Regulations pursuant thereto, or any amendments thereof. Such purposes and powers shall include--without being limited to--the following:

a. Receiving gifts and grants of money and property of every kind and administering the same for charitable, educational, civic, and philanthropic uses and to do anything necessary or proper for the accomplishment of these purposes.

b. Combatting community deterioration and juvenile delinquency.

c. Providing a meeting place, office, and other facilities which might be deemed necessary or desirable in the handling of its affairs and for the use and benefit of its members.

d. Holding, acquiring, leasing and conveying real and personal property, insofar as the same might be deemed

necessary or expedient in conducting the affairs of the association.

e. Borrowing and raising money for any of the purposes of the association (without limit as to amount) and in connection therewith to grant collateral or other securities, either alone or jointly with any other person, firm, or corporation and to make and issue promissory notes and other evidence of indebtedness; and to lend and advance money, extend credit, take notes, open accounts and every kind of indebtedness or collateral security in connection therewith.

f. And, in general, to do any and all things and to exercise any and all powers which may now or hereafter be lawful for the association to do or exercise, under and in pursuance of the Nonprofit Cooperative Associations Law of the state of Idaho, or of any other law which might be now or hereafter applicable to the association.

ARTICLE III

The duration of the association shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of the association shall be 933 North 9th Avenue, Pocatello, Idaho, but meetings of the Board of directors and of any executive committee thereof, may be held at such registered office or at such other place within or without this state, for the transaction of any business of the corporation, as the directors may, by resolution or bylaw, provide.

ARTICLE V

The number and qualifications of members, terms and conditions of membership, fees or assessment of dues to carry on the business of the association, and other regulations consistent with the purposes of the association and not repugnant to the constitution and laws of the state of Idaho or of the United States, shall be as the bylaws might prescribe.

The rights and interests of all members of the

association shall be equal, and no member may have or acquire a greater interest therein than any other member. No capital stock shall be issued, but a membership certificate shall be issued to each member, which certificate cannot be assigned so as to entitle a transferee thereof to become a member of the association, except by resolution of the board of directors and under such regulations as the bylaws might prescribe.

ARTICLE VI

a. The association is not organized for pecuniary profit and no part of its earnings shall inure to the benefit of any member, director, or individual. The balance of all money received by the association for its operations, after the payment in full of all debts and obligations of the association, shall be held, used, or distributed, exclusively for educational, scientific, and charitable purposes.

b. In the event of the dissolution of the association, all of the assets of the association shall be distributed to such nonprofit educational, scientific, or charitable corporation, or municipal corporation, as the board of directors might select.

ARTICLE VII

The name and address of each of the incorporators, residing at Pocatello, Idaho, is:

CLEOPHAS DOSTER	430 N. 3rd Street
JOHN W. PURCE	448 N. 6th Avenue
ISAIAH STOKES, JR.	933 N. 9th Avenue
HOWER ATKINS	548 N. 4th Avenue
EDWARD H. WOODINGTON	457 N. 4th Street

ARTICLE VIII

Subject to the power of the members to make, amend, or repeal bylaws, the board of directors may amend or repeal them, or adopt new ones, provided, that bylaws made by the board of directors may be amended or repealed, either by a majority vote of the board of directors, or by a vote of two-thirds of the members present at any regular meeting, or at a special meeting

called for such purpose.

Executed in triplicate, at Pocatello, Idaho, this June 26,
1965.

Cleophas Doster
CLEOPHAS DOSTER

John W. Purce
JOHN W. PURCE

Isaiah Stokes, Jr.
ISAIAH STOKES, JR.

Homer Watkins
HOMER WATKINS

Edward H. Woodington
EDWARD H. WOODINGTON

STATE OF IDAHO)
)
COUNTY OF BANNOCK)

On this June 26, 1965, before me personally appeared
CLEOPHAS DOSTER, JOHN W. PURCE, ISAIAH STOKES, JR., HOMER WATKINS
and EDWARD H. WOODINGTON, each known to me to be one of the persons
whose names are subscribed on the foregoing instrument and each
acknowledged to me that he executed the same.

Reginald R. Reeves
REGINALD R. REEVES
Notary Public
Idaho Falls, Idaho

