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**ORIGINAL**

**ARTICLES OF INCORPORATION  
OF  
TWIN FALLS LIONS CLUB, INC.**

**SECRETARY OF STATE  
STATE OF IDAHO**

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS: Pursuant to the Idaho Nonprofit Corporation Act (Idaho Code §§ 30-3-1, et, seq.) the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a Club for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

**ARTICLE I: The Name of the Club**

The name of the Club shall be "**TWIN FALLS LIONS CLUB, INC.**"

**ARTICLE II: Existence**

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

**ARTICLE III: Status**

This Club shall be a non-profit association.

**ARTICLE IV: Registered Agent and Office**

The registered agent is CHERYL CALLEN, whose physical address is 4031 North 1300 East, Buhl, Idaho 83316 and whose mailing address is Post Office Box 896, Twin Falls, Idaho 83303-0896. The location of the Club's registered office in this State shall be 4031 North 1300 East, Buhl, Idaho 83316 and the mailing address is Post Office Box 896, Twin Falls, Idaho 83303.

IDaho SECRETARY OF STATE  
06/06/2011 05:00  
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## ARTICLE V: Purpose, Nature and Objections

This Club is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

This Club is not organized for profit, and no part of the net earnings of this Club shall inure to the benefit of any member of the Board of Directors or any other individual except that this Club may make payments of reasonable compensation for services rendered.

This Club is organized primarily for the nature, purpose and objective to provide an active interest in the civic, cultural, social and moral welfare of the community; to provide a forum for the open discussion of all matters of public interest, (provided, however, that partisan politics and sectarian religion shall not be debated by members); to provide an organization to receive charitable donations; to encourage service-minded people to serve and donate their time and money to their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors; and to engage in and provide funds for activities to enrich the lives of the community.

This Club's purpose shall include the right to conduct and transact any lawful activity.

Notwithstanding any provision of these Articles of Incorporation, the Club shall not carry on any 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 of 1986 (or, the corresponding provision of any future United States Internal Revenue law).

## ARTICLE VI: Membership

This Club shall have members who are citizens of the Magic Valley. To continue membership with this Club the member must be in good standing which is defined as one who has

paid current dues or whose dues have been waived or reduced by the Board, and who has the By-Law acknowledgement form on file with the Club. Only members in good standing may hold offices, vote and participate in meetings, programs and committees. Any person who desires membership, but is unable to meet the financial obligation, may ask the Board for reduced or waived dues.

#### ARTICLE VII: By-Laws

The members are specifically empowered to draft By-Laws as are necessary to govern the internal affairs of the Club. The By-Laws of the Club may be altered, amended, or new By-Laws adopted at any regular or special meeting of the Club called for that purpose by the affirmative vote of two-thirds of the total membership.

#### ARTICLE VIII: Identity of Incorporators

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Floyd Miller	1050 Welch Lane, Twin Falls, ID 83301
Cheryl Callen	4031 North 1300 East, Buhl, ID 83316

#### ARTICLE IX: Board of Directors

The Board of Directors shall consist of three (3) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than seven (7) nor less than three (3).

#### ARTICLE X: Identity of Board of Directors

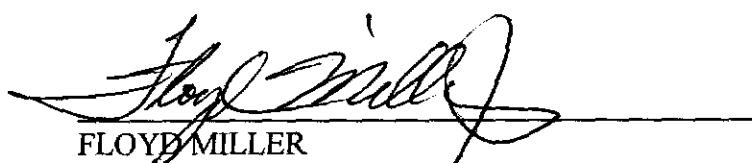
The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Norman Skinner	3090 Vickie Lane, Twin Falls, ID 83301
Barbara Delmore	2683 Paintbrush Drive, Twin Falls, ID 83301
Cheryl Callen	4031 North 1300 East, Buhl, ID 83316

#### ARTICLE XI: Dissolution

This Club may be dissolved with assent, given in writing and signed by not less than two-thirds (2/3) of the Board of Directors. Upon dissolution of the Club, other than incident to a merger or consolidation, the assets of the Club shall be dedicated to an appropriate Club to be used for purposes similar to those for which the Club was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any Club, association, trust or other organization to be devoted to such similar purposes. No part of the assets of such dissolution shall inure to the benefit of any member or any individual.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 2 day of  
June  
May, 2011.



FLOYD MILLER



Cheryl Callen  
CHERYL CALLEN

STATE OF IDAHO )

)

ss.

County of Twin Falls )

*June*

On this 2 day of May, 2011, before me, the undersigned, A Notary Public in and for said State, personally appeared FLOYD MILLER, known to me (or proved to me on the oath of \_\_\_\_\_) or identified to me to be the persons who executed the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

BARBARA L. DELMORE  
Notary Public  
State of Idaho

*Barbara L. Delmore*

Notary Public for State of Idaho  
Residing at Twin Falls, therein  
Commission Expires: 9-17-11

STATE OF IDAHO )

)

ss.

County of Twin Falls )

*June*

On this 2 day of May, 2011, before me, the undersigned, A Notary Public in and for said State, personally appeared CHERYL CALLEN, known to me (or proved to me on the oath of \_\_\_\_\_) or identified to me to be the persons who executed the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

BARBARA L. DELMORE  
Notary Public  
State of Idaho

*Barbara L. Delmore*

Notary Public for State of Idaho  
Residing at Twin Falls, therein  
Commission Expires: 9-17-11