

**FILED EFFECTIVE**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**PRAIRIE QRU AND FIRE, INC.**

**11 APR 22 AM 9:43**

**SECRETARY OF STATE  
STATE OF IDAHO**

Pursuant to the provisions of *Idaho Code*, Sections 30-3-91 and 30-3-94, Prairie QRU and Fire, Inc., an Idaho nonprofit corporation, by approval of its board of directors and its members hereby adopts the following Amended and Restated Articles of Incorporation:

**FIRST:** The name of the corporation is Prairie QRU and Fire, Inc.

**SECOND:** Each and every Article of the Amended and Restated Articles of Incorporation filed with the Idaho Secretary of State August 27, 2010, are hereby amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the Corporation is PRAIRIE QRU AND FIRE, INC.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the County of Elmore, and in the State of Idaho. The address of the registered office is 524 Smith Creek Road, Prairie, Idaho 83647, and the name of the registered agent at this address is Mary June Cook.

**ARTICLE V  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and for the purpose of providing emergency medical services to persons and the protection of property and life against fire or other casualty as long as and only to the extent that the emergency medical services and the protection of property and life are a purpose which is either

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charitable, religious, educational or scientific within the meaning of Section 501(c)(3) of the Internal Code.

The Corporation shall exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## **ARTICLE VI LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

## **ARTICLE VII MEMBERS**

The Bylaws of the Corporation shall set forth the requirements and qualifications for a person to become a member of the Corporation and the termination, expulsion and suspension of a membership. A membership interest shall not be transferrable either voluntarily or by operation of law.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Each Director shall, at all times, be a member of the Corporation. Other than the Directors constituting the Board of Directors who are designated in these Amended and Restated Articles, the Directors shall be elected by the members in the manner and for the term provided in the Bylaws of the Corporation. The names and street addresses of the persons constituting the Board of Directors are:

Randy Davison, 2019 Prairie Road, Prairie, ID 83647  
Sandy Davison, 2019 Prairie Road, Prairie, ID 83647

Mary June Cook, 524 Smith Creek Road, Prairie, ID 83647  
Nathan C. Cook, 524 Smith Creek Road, Prairie, ID 83647

## **ARTICLE IX OFFICES AND DIRECTORS**

The Board of Directors shall have no authority to appoint or remove officers of the Corporation and no authority to establish the duties of each office. Officers of the Corporation shall be elected by the members at the same time Directors are elected. Persons nominated for a specific office shall automatically be nominated to the office of Director. If that person is elected as an officer, then he or she will also be considered as having been elected to the office of Director. Members shall have no right to cumulate their votes for Directors and officers. A person may hold more than one office but will hold only one directorship position.

The duties of each office shall be prescribed in the Bylaws of the Corporation or, in lieu thereof, by the members. There shall be no less than three officers: (1) president, (2) vice president and (3) secretary-treasurer. The secretary-treasurer shall be responsible for preparing the minutes of the Directors' and member' meetings and for maintaining and authenticating the records the corporation is required to keep under *Idaho Code*, §30-1-1601(1) and (2).

## **ARTICLE X AMENDMENT OF ARTICLES AND BYLAWS**

The Board of Directors shall have no authority to amend the Articles. Amendment of the Articles, along with the adoption and amendment of the Bylaws, shall be by a simple majority of the votes cast at a meeting of the members where a quorum is present or by one or more written consents describing the action taken and signed by those members representing at least 80 percent of the voting power of the corporation and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

## **ARTICLE XI DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## ARTICLE XII BYLAWS

Additional provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

THIRD: The foregoing Amended and Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as fully amended. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

FOURTH: These Amended and Restated Articles of Incorporation were adopted by unanimous resolution of all of the members of the Board of Directors on the 17<sup>th</sup> day of April, 2011.

These Amended and Restated Articles of Incorporation were also adopted by the members pursuant to the provisions of *Idaho Code*, Section 30-3-49. There has been filed with the corporate records a written consent executed by not less than eighty percent (80%) of the members on April 17, 2011, approving the adoption of these Amended and Restated Articles of Incorporation. There are a total of 10 members and the written consent was executed by 8 members.

The Articles of Incorporation do not contain a provision requiring the approval of amendments by a third party under *Idaho Code*, Section 30-3-99.

DATED this 17<sup>th</sup> day of April, 2011.

  
Randy Davison, President