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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
THE WEST POINT PARENT'S CLUB OF IDAHO, INC.**

**ARTICLE I – NAME**

The name of the corporation shall be the West Point Parent's Club of Idaho, Inc. (hereafter referred to as the "Corporation"), and its location shall be 1858 W. Santa Clara Dr, Meridian, ID 83642.

**ARTICLE II – DURATION**

The period of this Corporation shall be perpetual.

IDAHO SECRETARY OF STATE  
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**ARTICLE III – PURPOSES**

The business and purposes of this Corporation shall be civic, social, and educational purposes, which are to: (1) provide information, assistance, and support to parents of cadets and work with those parents to show them how to survive the trials of having a child attend the United States Military Academy (USMA); (2) provide encouragement and support to cadet children of members during their attendance at USMA; (3) provide information, assistance, and encouragement to prospective cadets and their parents, which includes the application process to USMA, and (4) assist the Academy liaison officers assigned to the Idaho area.

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other 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. Upon the winding up and dissolution of this Corporation, the remaining assets shall be distributed according to Article X, to a non-profit Corporation which has established is tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV – NON-STOCK MEMBERSHIP CORPORATION**

This Corporation shall have members consisting of current and former parents, guardians, or sponsors of cadets at the United States Military Academy who reside in Idaho. The members shall meet no less than once per year. Each family will be considered one member; each member shall have one vote. The notice requirements for the annual voting meeting shall be the same notice requirements as stated for the annual meeting of the Directors of the Corporation. The Corporation shall issue no stock, and shall neither declare nor pay dividends or profits. A quorum of the members shall be forty percent (40%) of the members of the Corporation, which members must personally appear and personally cast votes at the meeting of the members.

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## ARTICLE V – NUMBER OF DIRECTORS

The initial number of Directors shall be three (3). To aid the stability and continuity of the Corporation, Directorship #1 shall carry an initial term of two (2) years, Directorship #2 shall carry an initial term of three (3) years, and Directorship #3 shall carry an initial term of one (1) year. Subsequent elections of all Directors shall be for two (2) years.

## ARTICLE VI – BOARD OF DIRECTORS

Future Board of Directors shall be elected by the members of the Corporation at the annual meeting of the members. The current Directors shall accept nominations for new Directors from any member in writing at least thirty (30) days prior to the annual meeting of the members, and those nominees shall be presented for vote before the entire membership. The term of each Director shall be two (2) years.

The initial Board of Directors shall consist of the following individuals:

Paul Dlugosch - Directorship #1  
4402 W. Morgan Creek Ct.  
Eagle, ID 83616

Misty Sterk – Directorship #3  
889 E. Brookwood Drive  
Eagle, ID 83616

Albert Gomez - Directorship #2  
509 E. Fairbrook Ct.  
Boise, ID 83706

Any vacancy of a Directorship occurring other than by the expiration of a Director's term of office shall be filled by a majority vote of the members, even if such majority does not constitute a quorum. The new director shall be chosen from among a list of prospective Directors provided by the membership, and shall serve until the current term of that Directorship is completed.

## ARTICLE VII – CORPORATE OFFICERS

The general officers of the corporation shall be President, Vice-President, Secretary, and Treasurer.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except the offices of Secretary and President may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the bylaws.

### ARTICLE VIII – ELECTION OF OFFICERS

The Officers of the corporation shall be elected by the board of Directors, and an Officer who states in writing to the Board that he wishes to remain an Officer shall be replaced only by vote of a majority of the full Board then in office.

### ARTICLE IX – REGISTERED AGENT

The registered agent and address for service of process shall be:

Otis M. Darden  
1858 W. Santa Clara Dr  
Meridian, ID 83642

### ARTICLE X – WINDING UP AND DISSOLUTION

Upon a vote of the majority of the Directors of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho code 30-33-110 through 30-3-113. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value or turned over to the United States Military Academy, or, if such organization ceases to exist or is no longer tax-eligible to receive assets of the Corporation, to another entity described in IRC 501(c)(3) which is based in Idaho and supports the cause of education.

### ARTICLE XI – PERSONAL LIABILITY OF DIRECTORS

The Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed to the Corporation, except for the following instances:

1. Breaches of the Directors duty of loyalty;
2. Acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which a Director derives an improper personal benefit;
4. A Director's assent to a distribution of the assets of the Corporation without providing for payment of all known debts, liabilities, and obligations of the Corporation prior to dissolution or liquidation;
5. Any transaction violating the terms of Idaho Code 30-3-81 and 30-3-82 relating to loans to Directors or statutory conflicts of interest.

**ARTICLE XII – INCORPORATOR**

**The Incorporator of this Corporation is:**

**Otis M. Darden**  
1858 W. Santa Clara Dr  
Meridian, ID 83642

## ARTICLE XIII – AMENDMENTS

Amendments may be made to either the Articles of Incorporation or to the Bylaws by vote of the majority of members, at a regularly scheduled or special meeting of the members, as long as notice to all members is provided at least Thirty (30) days prior to such meeting of the intent to amend the Articles or Bylaws at such meeting, and the nature of the amendment is stated in such notice. Such amendments may be proposed by the Board or upon recommendation by a majority of the members.

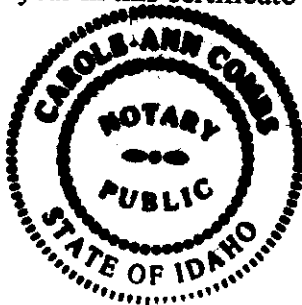
Dated this 3rd day of October 2013.

Otis M. Darden  
Otis M. Darden, Incorporator

STATE OF Idaho )  
 ) ss  
County of Ada )

On this 13 date of October 2013, before me, a Notary Public in and for the State of Idaho, personally appeared Otis M. Darden known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that s/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.



Notary Public for the State of Idaho  
Residing at: Meridian, Id  
My Commission Expires: 05/12/2014