



## Department of State

### CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

#### GEN COUNTY CHAMBER OF COMMERCE, INC.

was filed in the office of the Secretary of State on the **31st** day of **July** A. D. One Thousand Nine Hundred **Fifty-three** and is duly recorded on Film No. **81** 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

**Emmett** in the County of **Gen**

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

**31st** day of **July**,  
A.D., 19 **53**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GEM COUNTY CHAMBER OF COMMERCE, INC.

We, the undersigned, all of whom are residents of the State of Idaho and being citizens of the United States, being of legal age, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation, with no capital stock, under the authority of Idaho Code 30-1001.

ARTICLE I

The name of this corporation shall be Gem County Chamber of Commerce, Inc.

ARTICLE II

(a) The business, purpose and objects of this club shall be:

1. Civic service through the organized efforts of the citizens of Gem County, Idaho.
2. To promote the welfare of the community and its citizens through active, constructive projects will full co-operation with all civic organizations.
3. To promote trade, recreation, commerce, industry, farming, livestock pursuits and transportation in and around said community. To sponsor and encourage those methods and efforts which shall result in economic social and cultural benefits to the citizens and residents of Gem County, Idaho.
4. To provide the members constituting its membership, training and leadership and civic consciousness to better their usefulness as American citizens.

(b) To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto, and to receive and distribute gifts of property of all kinds.

(c) To carry on all business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of this

corporation, or to enhance the value of its property or business.

(d) To borrow money; to lend money; to own real property; to own personal property; to deal in real property; to deal in personal property; to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any hereafter be enacted or amended.

(e) To co-operate with similar associations and corporations.

(f) To have and exercise all power, privileges and rights conferred on corporations by the laws of this State and all powers and rights incidental to carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the Act under which this corporation is incorporated.

(g) The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the powers conferred on this corporation by the laws of the State of Idaho, all of which are hereby expressly granted.

### ARTICLE III

The place where the principal business of the corporation is to be transacted is in the City of Emmett, County of Gem, State of Idaho, but the corporation may maintain offices and places of business at such other places within or without the State as the Board of Directors may determine.

### ARTICLE IV

The corporation shall be nonstock and no dividends or pecuniary profits shall be declared to the members thereof. **This corporation shall issue membership certificates and the rights and interests of all members shall be equal.**

### ARTICLE V

The period of existence of this corporation shall be perpetual.

### ARTICLE VI

The general officers of said corporation shall be a President, Vice-President, a Secretary and Treasurer. The office of Secretary and Treasurer may be combined into one office. The said officers shall perform such duties as may be prescribed by the By-laws.

## ARTICLE VII

The Board of Directors shall consist of ten members, as follows: two members shall represent retail and service trade; two members shall represent industry, manufacturing, and food production; two members shall represent agriculture; the two immediate Past Presidents of the organization; the current President; and the current Vice-President, and they shall perform such duties as shall be prescribed by the By-laws.

## ARTICLE VIII

The said corporation shall hold its election of officers and directors according to the manner prescribed by the adopted By-laws.

## ARTICLE IX


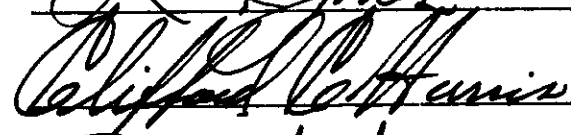
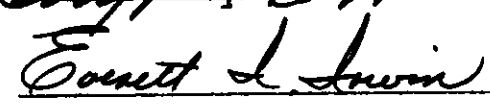

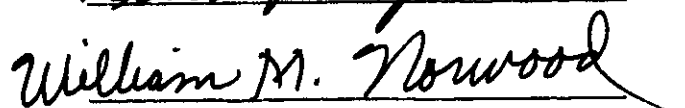
These articles may be amended, by a two-thirds vote of the members present at any regular or special meeting provided that written notice of the proposed amendment or amendments has been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

## ARTICLE X

The names and addresses of these who are to serve as incorporating directors until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ira C. Jones	Emmett, Idaho
Clifford C. Harris	Emmett, Idaho
Everett I. Irwin	Emmett, Idaho
Robert J. Chapin	Emmett, Idaho
William M. Norwood	Emmett, Idaho

IN WITNESS WHEREOF, we, the incorporators, and named herein as the First Board of Directors, have hereunto set our hands and seals this 28<sup>th</sup> day of July, 1953.

STATE OF IDAHO,     )  
                              )     ss  
County of Gem.     )

On this 28<sup>th</sup> day of July, 1953, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Ira C. Jones, Clifford C. Harris, Everett I. Irwin, Robert J. Chapin, and William M. Norwood, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

(Seal)

Bernard F. Hutton  
Notary Public, State of Idaho;  
Residing at Emmett, Idaho.