



Department of State

**CERTIFICATE OF INCORPORATION
OF**

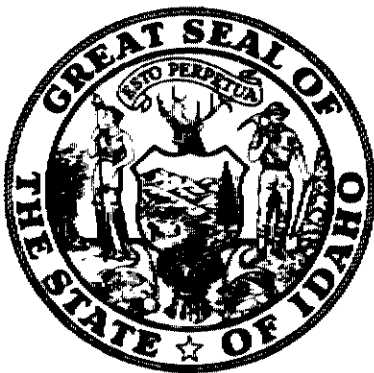
SANDPOINT AREA SENIORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of **SANDPOINT AREA SENIORS, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated January 7, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Joe M. Hanning

Corporation Clerk

ARTICLES OF INCORPORATION

The following Articles of Incorporation are submitted by the undersigned incorporator, who is over 18 years of age and a resident of Idaho, pursuant to the Idaho Nonprofit Corporation Act.

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1. The name of the Corporation is Sandpoint Area Seniors, Inc.
2. The period of duration is perpetual.
3. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. The purposes for which this corporation is formed are: to promote the interests of the elderly regardless of race, color, creed, sex or social standing; to promote educational opportunities for the elderly; to act as a clearing house for the exchange of ideas, information and experience among its participants; and to foster and operate a meal site for the use of all senior citizens in the Sandpoint area. (The words senior citizen or elderly are herein defined as any person 60 years or older.)
5. The principal office of the corporation is 425 Forest Avenue, Sandpoint, Idaho 83864.
6. The initial registered agent of the corporation is Howard Nye, 255 Garfield Bay Rd., Sagle, Idaho 83860.

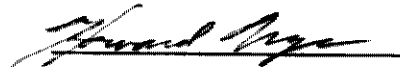
Articles of Incorporation (continued) - Page 2

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
8. Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed

of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9. The corporation shall have members who, pursuant to its bylaws, shall elect a Board of Directors. The names and addresses of the initial Board of Directors are:

Alamae Cox, 515 Washington, Sandpoint, Idaho 83864
Gracie Irons, 7400 N. Kootenai Rd., Sandpoint, Idaho 83864
Irene Neumann, 1895 Pinecrest Loop Rd., Sandpoint, Idaho 83864
Howard Nye, 255 Garfield Bay Rd., Sagle, Idaho 83860
Luella Hoffine, 1107 Church, Sandpoint, Idaho 83864
Dick Still, North Boyer Ave., Sandpoint, Idaho 83864
Irene Drosdoff, 720 Forest Ave., Sandpoint, Idaho 83864



Howard Nye
255 Garfield Bay Rd.
Sagle, Idaho 83860