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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

LAKE CITY SENIOR CENTER, INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned non-profit corporation hereby amends and restates its Articles of Incorporation as follows:

The following amendments to the Articles of Incorporation were adopted at the October 17, 1996 meeting of the members, legal notice of said meeting having been given, four members were absent and nine members were present at such meeting and voted in favor of these Amended and Restated Articles of Incorporation. The entire articles were amended as set forth herein.

ARTICLE ONE

The name of the corporation is LAKE CITY SENIOR CENTER, INC., and its existence shall be perpetual.

ARTICLE TWO

The address of the registered office of the corporation in the State of Idaho is 1916 Lakewood Drive, Coeur d'Alene, Idaho, 83814, and the name of its registered agent at that address is Fay Harder.

ARTICLE THREE

1. The Corporation is formed for lawful nonprofit purposes and objectives, this is a membership corporation and no stock will issue. The directors of the corporation shall be deemed the members during their term of office. All corporate assets will be dedicated to exempt purposes; although the Corporation will be authorized to pay reasonable compensation for services rendered, and to enter into business transactions in furtherance of its exempt purpose. The Corporation will not pay dividends, and its assets will not inure to the private profit of any person. If and when the Corporation is dissolved, its assets will be distributed for exempt purposes, or will devolve to a government agency for a public purpose. None of the assets will be distributed to private individuals.

2. 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 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), or (b) by corporations contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

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3. The purpose of said Corporation are to acquire by purchase, rent, lease, maintain, operate and conduct buildings and property for a Senior Citizens Center, including, but not limited to: the operation of club rooms, kitchen operations and the provisions of meals, reading rooms, meeting halls, snack bars, and educational and recreational facilities; to acquire other properties as may be necessary to operate and conduct the same; to construct buildings for such purposes; to engage in any and all activities which shall permit and foster better relationships upon members and among the public, and which shall promote and foster educational, recreational, social and physical activities of its members; to promote and foster mutual understanding and good will among the members; to engage in such activities as shall raise the standards of civic morality and community welfare, and to disseminate such knowledge as shall be useful for its members in their work and home life, and to do all things necessary, including the buying, purchasing, owning, selling and leasing of personal properties and automotive equipment to carry out the purposes and intents of this Corporation.

ARTICLE FOUR

The Corporation will not provide life, sickness, accident, and/or similar benefits to members. The organization has obtained a federal tax exemption for its own income and has received a ruling that contributions to the organization are federally tax deductible. If the organization becomes tax exempt in either category, it will perform any act required to retain tax exempt status and will refrain from any activities forbidden by **Internal Revenue Code §501(c)(3)**.

ARTICLE FIVE

At all times, the organization's investments and investment policy will be consistent with its nonprofit purpose, and income and assets will be generated only to carry out the nonprofit purpose, not to generate a profit for any person or organization.

ARTICLE SIX

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. The Officers and Directors will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.

3. The powers of the Corporation will include all powers granted by the State of Idaho to nonprofit Corporations of the same type. In addition, the Corporation's powers will include the following, to the extent not prohibited by the State of Idaho or Federal Law:

a. To solicit, collect, receive, hold, invest, distribute, and disburse funds in the form of donations, gifts, bequests, and subscription;

b. The power to accept gifts from individuals, corporations and foundations in furtherance of the Corporation's nonprofit purpose;

c. To borrow funds as authorized by the Corporation's Directors and approved by the State's regulators or charitable organization (if required); and

d. The power to engage in fund-raising events, for example, benefits and sales events, provided that these events are infrequent and irregular, not tantamount to maintenance of a profit-making business, and provided that the income derived from these events, net of reasonable expenses, will be entirely devoted to the organization's nonprofit purpose.

3. The Directors of this Corporation are currently thirteen (13) in number. The names of the Directors as of August 31, 1996 are set forth on Exhibit "A", attached and incorporated hereto. The "year" referenced on Exhibit "A" indicates that each Directors' term shall expire on the third Thursday of January of the year set forth therein.

4. The terms of the Directors are three (3) years, and such terms shall expire on the third Thursday of January of the year following the third year of service.

ARTICLE SEVEN

The Corporation's Board of Directors will meet on a monthly basis established by the bylaws, in addition to any special meetings called pursuant to the bylaws.

ARTICLE EIGHT

Power to amend the organization's Articles of Incorporation and Bylaws will rest with the Board of Directors and amendment can be made by vote of sixty-six and two-thirds percent (66 2/3%) of the Directors and members, present and voting at a regular or special meeting where a quorum exists.

ARTICLE NINE

The undersigned, being the President of the Corporation hereinbefore named, for the purpose of amending and restating the Articles of Incorporation, does hereby file these Amended and Restated Articles of Incorporation, and does hereby declare and certify that this is his act and deed and the facts herein stated are true.

