



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

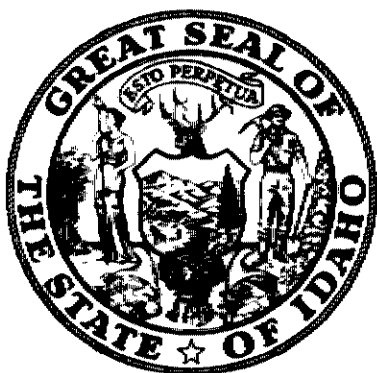
**LEMHI COUNTY PROPERTY OWNERS ASSOCIATION, INC.**

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 LEMHI COUNTY  
PROPERTY OWNERS ASSOCIATION, 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 April 25, 19 88



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Sandra M. Mauch*  
Corporation Clerk

ARTICLES OF INCORPORATION

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LEMHI COUNTY PROPERTY OWNERS ASSOCIATION, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the State of Idaho, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the pursuant to Title 30, Chapter 3, Idaho Code, and we do hereby certify:

ARTICLE I

Corporate Name

That the name of this corporation shall be LEMHI COUNTY PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

Corporate Existence

That this corporation shall have perpetual existence, unless sooner lawfully dissolved.

ARTICLE III

Corporate Purpose

That the purposes and objects for which this corporation is formed are as follows:

1. To form a non-profit corporation under and pursuant to Title 30, Chapter 3, Idaho Code, for the protection and service of and to the individual members of the association.
2. To preserve, protect and encourage private ownership of property and to actively engage in promotion and protecting the rights of private owners including all forms of taxation, or acts that might cause injury, within the State of Idaho.
3. To sue and be sued before competent tribunals at the will of the Directors or membership.
4. To promote and seek the maximum membership in Lemhi County.

(a) To encourage maximum participation by said membership necessary in the accomplishment of the association's goals.

(b) To inform and educate the public by general media releases and news letters.

5. To own, buy, sell, lease, assign, mortgage hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

6. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprise connected to the purposes here established in any lawful way, so long as the same are a non-profit nature.

7. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.

8. To join or merge with any other group, firm, association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

#### ARTICLE IV

##### Corporate Officers- Board of Directors

The officers of this corporation shall consist of the following who shall hold office as prescribed:

##### PRESIDENT

The President shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

#### VICE PRESIDENT

The Vice President shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

#### SECRETARY

The Secretary shall be elected from the Membership at large, with approval of the Board of Directors.

#### TREASURER

The Treasurer shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

#### DIRECTORS

There shall be no less than five (5) nor more than fifty (50) directors, two of which shall be elected at each annual meeting of the Membership commencing April 1st, 1989. These Directors shall be elected from a slate of nominees presented to the annual meeting by a nominating committee appointed by the President and approved by the Board of Directors, which slate shall be not less than one candidate for each open directorship. The nominating committee shall consider nominations from the general membership.

#### ASSETS AND LIMITATIONS OF LIABILITIES

The Board of Directors shall hold title to and be responsible for all corporate assets and management of corporate business and may not alienate all of such assets or create corporate liabilities in excess of corporate assets without the consent of the membership.

## QUALIFICATION OF OFFICERS

All members elected to corporate office must be in good standing as members of the corporation.

## ADDITIONAL OFFICERS

The Board of Directors may establish such other appointive offices as they deem appropriate and necessary to further the business of the corporation.

## ARTICLE V

### MEMBERSHIP

#### Section 1.

##### ELIGIBILITY

Persons eligible for membership in this corporation shall be any person over the age of eighteen (18) years who is interested in the purpose of this corporation to join, who is willing to subscribe to such purposes and will pay the dues established under the By-Laws.

#### Section 2.

##### ANNUAL MEMBERSHIP MEETING

The corporate Board of Directors shall cause an annual membership meeting to be held in the month of April of each year hereafter, after due written notice to each member ten (10) days prior to the meeting, at the time and place in the State of Idaho as may be determined by the Board, at which time the officers of the corporation shall make a report of their activities for the preceding year. Board Members shall be elected and general business of the corporation shall be transacted.

#### Section 3.

##### SPECIAL MEETINGS

The Board of Directors at its discretion may call a special membership meeting at any time or place they deem appropriate upon ten (10) days convenient notice to the membership.

Section 4.

MEMBERSHIP VOTING AND PROPERTY RIGHTS

The voting power and property rights of each member in good standing shall be equal and at any meeting, each member or proxy shall have one vote. All new members shall have exactly the same property and voting rights. The Board of Directors may determine the manner in which elections shall be held.

ARTICLE VI

Corporate Place of Business

The location and address of the corporate office and principle place of business is Route 1, Box 240D, Salmon, Idaho 83467, or at the place of business of the corporate Vice President, or at a place to be determined by the Board of Directors; provided that the Secretary shall advise the membership, the Idaho Secretary of State, and the United States Post Office of any change of the corporate office within seven (7) days of such change. The corporate office must be located in the state of Idaho at all times.

ARTICLE VII

Corporate By-Laws

By-Laws for the organization and structuring of this corporation shall be adopted and amended by a majority vote of the membership at the organizational meeting, the annual meeting, a special meeting or by referendum.

ARTICLE VIII

Amendment

These Articles may be amended, according to the provision of Section 30-325, Idaho Code, or as said Section may be amended by the Legislature of Idaho, and by notice to the Membership by mail thirty (30) days prior to any membership meeting. The names and post office address of each of the incorporators are as follows:

Ralston W. Adams

Ralston W. Adams  
Rt. 1 Box 224-50  
Salmon, Idaho 83467

Kenneth L. Bussard

Kenneth L. Bussard  
Rt. 1 Box 240D  
Salmon, Idaho 83467

Donald S. Cook

Donald S. Cook  
Post Office Box 476  
Salmon, Idaho 83467

Robert K. Springer

Robert K. Springer  
Post Office Box 1684  
Salmon, Idaho 83467

Robert L. Ulshafer

Robert L. Ulshafer  
Rt. 1 Box 242A  
Salmon, Idaho 83467

ARTICLE IX

Board of Directors

PRESIDENT

Robert K. Springer

Post office box 1684

Salmon, Idaho 83467

VICE PRESIDENT

Kenneth L. Bussard

Rt. 1 Box 240D

Salmon, Idaho 83467

SECRETARY

To be elected at organizational meeting.

TREASURER

Robert L. Ulshafer

Rt. 1 Box 242A

Salmon, Idaho 83467

ARTICLE X

Registered Agent and Address

The corporations initial registered agent will be;

Kenneth L. Bussard

Whose address is:

Rt. 1, Box 240D

Salmon, Idaho 83467