



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

ST. MARK'S EPISCOPAL PARISH, INC. OF MOSCOW

was filed in the office of the Secretary of State on the **Twenty-second** day of **November,** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Moscow** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **22nd** day of **November**, A.D., 19 **61**.

Secretary of State.

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ARTICLES OF INCORPORATION OF
ST. MARK'S EPISCOPAL PARISH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 11, Title 30, of the 1947 Idaho Code for the State of Idaho, and acts amendatory and supplemental thereto, and we do hereby certify and declare as follows:

Article I.

The name of this corporation shall be ST. MARK'S EPISCOPAL PARISH, INC. OF MOSCOW. Its office and place of business and post office address shall be 612 Elm Street, Moscow, Idaho.

Article II.

The purposes for which this corporation is formed are:

- (1) To maintain, own and have a place of religious worship in the City of Moscow, Idaho;
- (2) To purchase and own land, both improved and unimproved; to purchase or build, operate and maintain residence for the use and benefit of the clergy for a place of worship for the use and benefit of the members of the parish and their friends;
- (3) To mortgage, convey in trust, grant, convey, quit-claim real property and personal property as the same may become necessary, advisable or desirable;
- (4) To acquire and receive by gift, will, devise, deed, lease, or in any other legal manner, any real or personal property given for the use and benefit of this corporation in carrying out its objects and purposes.
- (5) To borrow money and to execute notes, mortgages, deeds of trust, and to execute, deliver, and use in its ordinary business transactions

1 all forms of paper commonly used in trade and exchange;

2 (6) To enter into all manner of contracts, including the purchase and
3 sale of real property and all other manner of contracts which become
4 necessary or expedient in carrying out the purposes of this corporation,
5 among which shall be included contracts of guaranty and suretyship;

6 (7) To acquire by purchase, gift, or in any other legal manner, and
7 to own, hold, sell, assign, transfer, and hypothecate shares of capital stock
8 and bonds and other debentures of other corporations and of governments and
9 political subdivisions thereof, and to vote the shares of capital stock of cor-
10 porations while the same are held by this corporation all in the same manner
11 as a natural person may do;

12 (8) To perform every other lawful act in the furtherance of the ob-
13 jects of this corporation as a natural person would have the right to do.

14 (9) To appoint such officers, employees and agents as the business
15 of the corporation may require, and to allow them compensation.

16 (10) To enter into contracts or obligations of any type or kind that
17 are essential, necessary or proper for the transaction of its ordinary affairs
18 or for the purposes of the corporation.

19 Article III.

20 The place where its principal business is to be transacted shall be
21 Moscow, Latah County, State of Idaho.

22 Article IV.

23 The time for which this corporation is to exist is not limited, but it
24 shall exist perpetually unless dissolved according to law.

25 Article V.

26 The Board of Directors shall be ten in number and who shall be re-
27 ferred to as the Vestry, or more properly known as the members of St. Mark's
28 Vestry. The method of selection and the terms of office shall be specified in
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1 the by-laws. The names and places of residence of those who are to serve
2 as directors (members of St. Mark's Vestry) until their successors are
3 duly chosen and qualified are:

4	The Reverend Harold D. Fleharty	612 Elm Street
5		Moscow, Idaho
6	The Reverend Hervon L. Snider	811 Harold Street
7		Moscow, Idaho
8	Oliver W. Espe	405 North Polk
9		Moscow, Idaho
10	William E. Folz	510 East C Street
11		Moscow, Idaho
12	Mrs. Alfred E. Hagan	617 East D Street
13		Moscow, Idaho
14	David D. Kendrick	323 North Howard
15		Moscow, Idaho
16	William E. Murphy	909 East Third Street
17		Moscow, Idaho
18	Rudolph V. Nelson	620 South Hayes
19		Moscow, Idaho
20	George E. Peterson	203 North Jefferson
21		Moscow, Idaho
22	Charles A. Webbert	205 North Van Buren
23		Moscow, Idaho

24 Article VI.

25 This corporation is not organized for profit, and shall not have
26 capital stock. No officer, director or member of this corporation shall be
27 entitled to any of the property, moneys, dividends, earnings, funds or income
28 of this corporation. In the event of the revocation of the Charter of the St.
29 Mark's Episcopal Parish, Inc. located in Moscow, this corporation, on six
30 months notice to the members of said corporation, shall file intention of
31 liquidation of the affairs of the corporation. Upon dissolution, any funds,
32 property or assets remaining after the sale of said property in settlement

1 of all debts and obligations, shall be delivered over to the Episcopal Church
2 Missionary District of Spokane or its successor organization.

3 Article VII.

4 That the membership of the corporation shall consist of the signa-
5 tories to these articles of incorporation and such other persons as may from
6 time to time be elected to the membership of the corporation by the affirma-
7 tive vote of a majority of the Board of Directors and/or in compliance with
8 the by-laws of the corporation to be adopted. Provided, however, that the
9 by-laws may provide for automatic expiration of and/or re-election to
10 membership.
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12 Article VIII.

13 The property, business and affairs of the corporation shall be under
14 the control and management of the directors who are and will be referred to
15 as St. Mark's Vestry.
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17 Article IX.

18 The Board of Directors (St. Mark's Vestry) shall have power to make,
19 amend, and repeal the by-laws of this corporation by an affirmative vote of
20 two-thirds of all the directors present at any regular or special meeting of
21 the board. By-laws made by the directors pursuant to this article may be
22 altered or repealed by vote of two-thirds of the membership.
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24 Article X.

25 All of the undersigned incorporators are residents of the State of
26 Idaho.

27 Article XI.

28 That at a meeting of the members of the association known as the
29 St. Mark's Episcopal Parish, Inc. was and regularly called to convene in
30 the residence of the Reverend Harold D. Fleharty at 612 Elm Street, Moscow,
31 Idaho, at the hour of 8:00 o'clock P. M., on the 6th day of November, 1961,
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and that a majority of the members of said association were present.

That a notice of said meeting at which said directors were elected was published in the Daily Idahonian, a newspaper printed and published in Moscow, Latah County, Idaho, and having a general circulation therein, said notice having been published in the issues of October 7th, October 14th and October 21, 1961, and that a copy of said notice was posted in a conspicuous place on the building where such election was held, for the same length of time.

IN WITNESS WHEREOF, we have hereunto set our hands this 6th day of November, 1961.

<u>Harold D. Fleharty</u>	<u>David D. Kendrick</u>
<u>Hervon L. Snider</u>	<u>William E. Murphy</u>
<u>Oliver W. Espe</u>	<u>Rudolph V. Nelson</u>
<u>William E. Folz</u>	<u>George E. Peterson</u>
<u>Alfred E. Hagan</u>	<u>Charles A. Webbert</u>

STATE OF IDAHO)
) ss.
County of Latah)

On this 6th day of November, 1961, before me, the undersigned, personally appeared THE REVEREND HAROLD D. FLEHARTY, THE REVEREND HERVON L. SNIDER, OLIVER W. ESPE, WILLIAM E. FOLZ, MRS. ALFRED E. HAGAN, DAVID D. KENDRICK, WILLIAM E. MURPHY, RUDOLPH V. NELSON, GEORGE E. PETERSON and CHARLES A. WEBBERT, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

W. E. Folz
Notary Public for Idaho, Residing in
Moscow, in Latah County.

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STATE OF IDAHO)
) ss.
County of Latah)

Harold D. Fleharty and Imogen T. Walcott,

being first duly sworn on oath, each for himself and not for the other,
depose and say:

That a meeting of all members of the association known as the St. Mark's Episcopal Parish, Inc. was called to take place at the home of The Reverend Harold D. Fleharty, 612 Elm, Moscow, Idaho, on the 6th day of November, 1961, at the hour of 8:00 o'clock P. M. That a notice of said meeting was posted at least two (2) weeks prior to said meeting in a conspicuous place on said building, and was published once a week for three weeks in the Daily Idahonian, a Moscow, Idaho, newspaper, prior to the appointed day of said meeting.

That on said date, at the aforesaid hour, a majority of the members of the association known as St. Mark's Episcopal Parish, Inc. were present and the meeting was called to order for the purposes as set forth in the posted and published notice of organizing St. Mark's Episcopal Parish, Inc., a corporation, and for the purpose of electing directors thereof.

That Harold D. Fleharty presided, and Imogen T. Walcott was the secretary elect.

That upon a motion duly made and seconded, it was unanimously passed by those present that St. Mark's Episcopal Parish, Inc. be incorporated under the laws of the State of Idaho as a non-profit religious corporation. That thereafter by motion duly made, seconded and unanimously passed, the incorporators set forth in the Articles of Incorporation, to which this certificate is hereto attached, were duly elected by unanimous vote to be directors of said corporation.

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DATED this 6th day of November, 1961.

Harold D. Roberts
Lucrecia F. Walcott

SUBSCRIBED AND SWORN to before me this 6th day of November,
1961.

Gene Miller
Notary Public for Idaho, Residing at
Moscow, in Latah County.