



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

JOHN J. CREEGAN FOUNDATION FOR ST. MARY'S SCHOOL, 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 \_\_\_\_\_

JOHN J. CREEGAN FOUNDATION FOR ST. MARY'S SCHOOL, INC.

duly signed pursuant to the provisions of the Idaho Business 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: May 8, 1981



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
SECRETARY OF  
STATE  
OF

JOHN J. CREEGAN FOUNDATION FOR ST. MARY'S SCHOOL, INC.

AN IDAHO NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, including Idaho Code Sections 30-301, et seq. Pursuant thereto we certify as follows:

ARTICLE I.

NAME

The name of this non-profit corporation is "JOHN J. CREEGAN FOUNDATION FOR ST. MARY'S SCHOOL, INC.";

ARTICLE II.

DURATION

This corporation shall have perpetual existence.

ARTICLE III.

EXEMPT STATUS

The corporation is constituted to attract substantial support from contributions, directly or indirectly, from persons within and without the St. Mary's Parish community,

and the corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is or shall be distributable to, or inure to the benefit of, the Members, Directors or officers of the corporation except to the extent permitted under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code). 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 contained in these Articles of Incorporation, the corporation shall not carry on any other activity 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 of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV.

##### PURPOSES

This corporation is organized and shall be operated exclusively for educational, charitable and religious purposes and subject to this limitation, the purposes and powers of the corporation shall be as follows:

A. To stimulate the interest of students, faculty, alumni and friends of St. Mary's School, Boise, Idaho, or its successor, if ever there be one, in its development and offering of educational programs and, secondarily, to stimulate the interest of students, faculty, alumni and friends in the development of educational programs at any other non-profit tax-exempt educational institution, trust, foundation, corporation or entity having as its primary purpose the assistance or furtherance of education in Southwestern Idaho.

B. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use, disburse or donate the income from said property solely for the purposes provided in these Articles of Incorporation.

C. Generally, the corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out the its purposes the corporation may do any and all things necessary thereto and may exercise any and all powers not prohibited

by these Articles of Incorporation or law, and not prohibited to non-profit tax-exempt corporations.

#### ARTICLE V.

##### REGISTERED AGENT

The Registered Agent of this corporation is hereby designated as Rev. D. J. Riffle, Pastor of St. Mary's Church, and the Registered Office of this corporation is hereby designated as 2612 State Street, Boise, Idaho 83702, which address is the business office of the Registered Agent designated as above set forth.

#### ARTICLE VI.

##### MEMBERSHIP

Any person shall be eligible for membership in this corporation upon affirmative action of the Board of Directors as provided in the By-Laws. The corporation shall issue to each Member a Certificate of Membership in this corporation and each Member shall be entitled to one (1) vote and shall have an equal right to, and interest in, this corporation. The voting power of every Member of this corporation shall be equal to the voting power of every other Member hereof. Membership in the corporation shall terminate as provided for in the By-Laws.

ARTICLE VII.

NON-ASSESSABLE

The Membership Certificates of this corporation are not assessable and all Membership Certificates issued shall conspicuously note on the face of such certificate that the same is not assessable.

ARTICLE VIII.

INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be no less than five (5) nor more than twelve (12), the exact number of which shall be set forth in the By-Laws of the Corporation. The number of Directors constituting the initial Board of Directors shall be five (5), whose names, addresses and initial terms of office are as follows:

<u>Name and Address</u>	<u>Term of Office</u>
Robert T. Chapman 517 South 8th Street Boise, Idaho 83702	1 year
Robert J. Ennis 1201 Idaho First Plaza P. O. Box 992 Boise, Idaho 83701	1 year
Joan Carley 915 Harrison Boulevard Boise, Idaho 83702	2 years
Julia Burke 4103 Plum Boise, Idaho 83703	2 years
Rev. D. J. Riffle 2612 State Street Boise, Idaho 83702	3 years

Each of the Directors above designated shall hold office for the term indicated and until his or her successor is elected and qualified.

At each annual meeting, the number of Directors equal to the number of Directors whose terms expire at the time of such meeting shall be elected to hold office for a three (3) year term, or until their successors are duly elected and qualified.

Each Director elected shall be elected from a list of nominees submitted to the Members through the Board of Directors by a nominating committee, the members of which committee shall be appointed by the Board of Directors. The Pastor of St. Mary's Parish, Boise, Idaho, shall, at all times, be a Director of this corporation.

#### ARTICLE IX.

##### QUORUM

Members holding ten percent (10%) of the votes entitled to be cast, represented in person, shall constitute a quorum at any meeting of the Members of this non-profit corporation.

ARTICLE X.

PRIVATE PROPERTY NOT LIABLE

That private property of the Members of this corporation shall not be subject to the payment of any corporation debt.

ARTICLE XI.

PROHIBITION ON PAYMENTS

No Member, Director or officer of this non-profit corporation shall receive any of the income or other property of this non-profit corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the corporation and each Member agrees that all funds of this corporation shall be used solely and exclusively to carry out the purposes of this corporation.

ARTICLE XII.

OFFICERS

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.



ARTICLE XIII.

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or other termination of this corporation, no part of the property of the corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Members, Directors or officers of the corporation, but all such property and proceeds, subject to the discharge of the valid obligations of the corporation, and to the applicable provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code), shall be distributed as follows:

A. So long as the same is qualified as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, to the Roman Catholic Diocese of Boise for the use of St. Mary's Parish, Boise, Idaho; or

B. If said Roman Catholic Diocese of Boise is not qualified as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, then as directed by the Board of Directors of the corporation among one or more corporations, trusts, community funds or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the

benefit of any private shareholder, member or individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax Exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

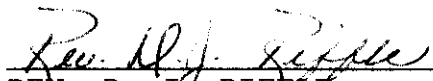
Rev. D. J. Riffle  
2612 State Street  
Boise, Idaho 83702


Robert J. Ennis  
1201 Idaho First Plaza  
P. O. Box 992  
Boise, Idaho 83701


Robert T. Chapman  
517 South 8th Street  
Boise, Idaho 83702

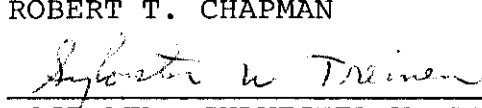
Most Rev. Sylvester W. Treinen  
420 West Idaho Street  
Boise, Idaho 83702

IN WITNESS WHEREOF, we have hereunto set our hands and seals as of this 8th day of May, 1981.

  
\_\_\_\_\_  
REV. D. J. RIFFLE

  
\_\_\_\_\_  
ROBERT J. ENNIS

  
\_\_\_\_\_  
ROBERT T. CHAPMAN

  
\_\_\_\_\_  
MOST REV. SYLVESTER W. TREINEN