



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### UTAH-IDAHO SOUTHERN BAPTIST CONVENTION

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fourteenth** day of **July**, 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **Fourteenth** day of **July**, 19 **65**, a designation of **C. Raymond Cearley** in the County of **Elmore** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **14th** day of **July**, A.D. 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.



**Secretary of State's Office**

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct  
copy of the Articles of Incorporation of UTAH-IDAHO SOUTHERN  
BAPTIST CONVENTION

AS APPEARS \_\_\_\_\_ of record \_\_\_\_\_ IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS \_\_\_\_\_ Second \_\_\_\_\_ DAY OF

June 19 65

*Clyde L. Miller*  
\_\_\_\_\_  
SECRETARY OF STATE

BY *Wm. L. Smith*  
\_\_\_\_\_  
DEPUTY



## ARTICLES OF INCORPORATION

We, the undersigned, natural persons of the age of twenty-one (21) years or more acting as incorporators of a non-profit corporation under Chapter 6, Title 16, Utah Code Annotated, 1953, as amended, and corporation laws of Utah applicable to non-profit corporations, voluntarily associated ourselves together and hereby adopt the following Articles of Incorporation for such corporation:

### ARTICLE I

#### NAME OF CORPORATION

The name of this corporation shall be:

UTAH-IDAHO SOUTHERN BAPTIST CONVENTION

### ARTICLE II

#### CORPORATE DURATION

This corporation shall have perpetual existence unless sooner dissolved or disincorporated according to law.

### ARTICLE III

#### OBJECT AND PURPOSES

The pursuit, purposes and objectives for which this corporation is organized are:

a) To provide, make available and have an organization by which Baptist Churches with its members may associate themselves together and cooperate in conducting and furthering missionary, benevolent, educational, inspirational and fellowship undertakings and activities for the general and specific advancement of the gospel and work of the Lord as believed in and promulgated by the Baptist faith, the temporal and spiritual welfare, interests and advancement of the members.

b) To own, receive, hold, deal in and with all kinds of property and interests in property, real and personal, whether obtained by purchase, gift,

devise or otherwise; to receive donations, contributions and gifts of money and, to the extent consistent with the objectives and purposes of the corporation, to recognize and carry out the expressed wishes and desires insofar as practicable of the donors and contributors thereof.

c) To promote the general welfare of its members, render assistance to the affiliated churches and its members in all matters of common interest, and as requested, including, but not restricted to, fulfilling and assisting in carrying out their local ministries, undertakings and all other matters and undertakings related thereto.

d) In addition, and not by way of limitation, to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the powers hereinbefore set forth, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes, or any part or parts thereof as permitted or specifically authorized by existing law or laws and which may hereafter be enacted.

#### ARTICLE IV

##### WITHOUT CAPITAL STOCK

This corporation is intended to be and is a non-profit corporation, without capital stock, it being the intention and purpose that no officer or member shall be entitled to realize any profit or financial gain by reason of being such an officer or member of this corporation, however any remuneration or salary paid for services rendered to the corporation or to any duly elected officer of the corporation, agent, representative of other person, shall be as determined by the Board of Directors, or as provided in the By-Laws of the corporation.

#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT

The Post Office Address of the Corporation's initial registered office is 1175 West 5th North Street, Salt Lake City, Utah, and the name of its initial

registered agent at such address is Charles H. Ashcraft.

The principal office and place for the conduct of the pursuits and affairs of the corporation is Salt Lake City, Utah, and branch offices and additional places for the conduct of its pursuits and affairs may be established and maintained for the carrying on of any part of the corporation's affairs in such other place or places, within or without the State of Utah, as the Board of Directors may from time to time determine.

#### ARTICLE VI

##### MEMBERSHIP

The membership of this corporation shall be composed of those persons duly elected and certified by the Baptist Churches affiliated with this corporation, which persons are hereby referred to as messengers (delegates). Each affiliated church shall be entitled to three (3) messengers and one (1) additional messenger for every fifty (50) (or major portion thereof) resident members of each affiliated church; provided, however, that in no event shall any affiliated church have more than ten (10) messengers. Receiving and removing of members shall be as provided in the corporation's By-Laws.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The corporation shall have a governing board to be known as and styled "Executive Board", and shall consist of not less than three (3) nor more than forty-five (45) members; provided, however, that the number of the members of the Board may be increased or decreased from time to time by the By-Laws and amendments thereto, but in no event shall there be less than three (3) in number, and in the absence of a by-law, the number shall be as above stated, and it is further agreed that:

a) Management: The conduct of the objectives and affairs of the corporation shall be managed, and its corporate powers shall be exercised, by the Executive Board with respect to all matters without the consent, approval or ratification by the messengers of the corporation or affiliated churches,

unless otherwise expressly provided or prohibited by law or changed as provided in the By-Laws. In addition; the Executive Board may designate and appoint a committee or committees, including an executive committee, consisting of not less than two (2) Directors, which shall have and may exercise such powers and authority as may be delegated to such committee in the resolution of said Board creating such committee or in the By-Laws, including, but not restricted to, the authority of a committee to act for the Executive Board during the interim period or periods between meetings of the Executive Board.

b) Qualifications: Each member of the Executive Board shall be of legal and lawful age, a member of an affiliated Baptist Church, and such other qualifications, if any, as may be provided in the By-Laws.

c) Elections: The members of the Executive Board of this corporation shall be elected at the annual meeting of the messengers, or at any special meeting of the messengers called for that purpose, by the majority vote of the meeting, which elections shall be by ballot, either written, voice or show of hands as may be determined at such meeting or by any By-Law, and each messenger shall be entitled to one (1) vote, voting to be in person only unless otherwise provided in the By-Laws, subject, however, to the filling of vacancies in the Executive Board as hereinafter provided, and the first members of the Executive Board hereafter named.

d) Term of Office: The term of office of the members of the Executive Board shall be as follows: 1/3 of the Board shall be for a term of three (3) years, 1/3 for a term of two (2) years and 1/3, or the balance of the Board elected, for a term of one (1) year from and after the date of their election, except the first members of the Board hereafter named.

e) Vacancies: Any vacancy occurring in the Executive Board by reason of death, disability, resignation, or any other cause, may be filled by the affirmative vote of a majority of the remaining board members, though less than a quorum, and for the unexpired term of his predecessor in office.

f) Resignation: Any member of the Executive Board may resign by

filing his written resignation with the Recording Secretary, and in the absence of such Secretary, with any other officer of the corporation. Such resignation shall become effective upon the acceptance thereof by the Executive Board. In the event the Board shall fail to act upon such resignation within fourteen (14) days after the same is filed, such resignation shall then become effective on the fourteenth day and the office shall be deemed vacant.

g) Removal: Any member of the Executive Board of this corporation may be removed at any time, with or without cause, by the majority vote of the Executive Board at a regular or special meeting called for that purpose at which a quorum is present, by the executive committee when so authorized, or the messengers of the corporation at any annual or special meeting thereof.

h) Quorum: A majority of the number of the members constituting the Executive Board shall constitute a quorum and the majority of such quorum is authorized to transact and exercise the corporate powers of this corporation, unless otherwise provided by law as to a specific matter, or these Articles.

i) Meetings, Place and Notice Thereof: Meetings of the Executive Board, either regular or special, together with the time, date, place and notice and purpose thereof, may be held at any place within or without the State of Utah as may be determined from time to time by resolution of the Executive Board, or the By-Laws.

## ARTICLE VIII

### OFFICERS

The officers of this corporation shall consist of a president, one or more vice-presidents, recording secretary and executive secretary-treasurer, each of whom, except the executive secretary-treasurer, shall be elected by the messengers at the annual meeting or special meeting called for that purpose, and the executive secretary-treasurer shall be elected and appointed by the Executive Board. Such other officers, assistant officers and agents as may be deemed necessary or desirable may be elected or appointed by the Executive Board, and by a committee or committees authorized so to do.

a) Officers' Term of Office: The term of office of the officers of the corporation, except the executive secretary-treasurer, shall be for a period of one (1) year or until their successors are elected or appointed and qualified. The executive secretary-treasurer, assistant officers and agents shall be for such term or terms as provided by the resolutions electing or appointing them, or the By-Laws.

b) Removal of Officers: Any officer, except the executive secretary-treasurer, may be removed, with or without cause, by the Executive Board, or by a committee, if any, and so authorized by the Executive Board, or by the messengers at a special meeting called for that purpose, whenever in the sole judgment of the board, or committee, or messengers, the best interest of the corporation will be served. The executive secretary-treasurer may be likewise removed, but only by the Executive Board. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

#### ARTICLE IX

##### MESSENGERS MEETINGS, NOTICE THEREOF AND QUORUM

a) Place of Meetings: All meetings of messengers shall be held at the registered office of the corporation or at such other place either within or without the State of Utah, as may be provided in the By-Laws, or as may be determined from time to time by resolution of the Executive Board.

b) Annual Meeting: The annual meeting of the messengers shall be held at such time as may be provided in the By-Laws.

c) Notice of Meetings: Notice of any and all meetings of the messengers shall be given in writing stating the place, date and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, which notice may be delivered personally or mailed not less than 10 days nor more than 50 days before the date of the meeting, given to each messenger entitled to vote, either personally or by mail. If mailed to his last known address appearing on the records of the corporation, such notice



shall be deemed to be given and delivered when deposited in the United States mail with postage thereon prepaid,

Any notice required to be given any messenger, officer or member of the Executive Board of this corporation may be waived by written instrument, signed by such person.

d) Quorum: A majority of the messengers entitled to vote represented in person shall constitute a quorum at all meetings of messengers and if a quorum is present, the affirmative vote of the majority of the messengers represented at the meeting and entitled to vote on the subject matter, including the election of the members of the Executive Board, shall be the act of the messengers, unless the vote of a greater number is required herein, by law, or the By-Laws if not contrary to law.

#### ARTICLE X

##### BY-LAWS

The By-Laws of this corporation shall be known and styled as "Constitution and By-Laws."

The Messengers may adopt, amend, alter or repeal any provision of the Constitution and By-Laws of this corporation by the affirmative vote of two-thirds of the Messengers represented at such meeting.

#### ARTICLE XI

##### NON-LIABILITY OF MESSENGERS

The private property of the messengers shall not be liable or subject to the debts or obligations of the corporation or its creditors.

#### ARTICLE XII

##### FIRST BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the persons who are to serve as the first members of the Executive Board and officers of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
C. Raymond Cearley	1290 North 10th East Mountain Home, Idaho	President & Director
Harold Dillman	1095 North Main Street Layton, Utah	Vice-President & Director
Charles H. Ashcraft	P. O. Box 2545 Salt Lake City, Utah	Executive Secretary-Treasurer & Director
Homer W. Wickes	2780 East 3900 South Salt Lake City, Utah	Recording Secretary & Director
Laveid Robertson	153 Wiseman Twin Falls, Idaho	Director
Robert Johnson	1008 South 13th West Salt Lake City, Utah	Director
William Thornton	3000 Esquire Drive Boise, Idaho	Director
George Eichler	P. O. Box 2826 Idaho Falls, Idaho	Director
Mayo Brown	2940 Marcus Road Salt Lake City, Utah	Director
Leland Goodman	496 Juan Court Moab, Utah	Director
Mrs. Jane Brown	921 South 20th East Salt Lake City, Utah	Director
John Embery	P. O. Box 245 Brigham City, Utah	Director
Raymond McDonald	P. O. Box 415 Vernal, Utah	Director
Dr. Edwin Fast	1549 Beverly Road Idaho Falls, Idaho	Director
Russell Whetstone	P. O. Box 578 Kearns, Utah	Director
Mrs. Oland McAuley	1708 Pocatello Road Pocatello, Idaho	Director
Robert Fuelling	1017 Tally Ho Drive Salt Lake City, Utah	Director
Jimmie Floyd	74 East 6th North Logan, Utah	Director

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Dr. Joseph Downs	1198 North 9th East Mountain Home, Idaho	Director
Riley McCall	P. O. Box 602 Kimberly, Idaho	Director

#### ARTICLE XIII

##### INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Edwin Fast	1549 Beverly Road, Idaho Falls, Idaho
Mayo Brown	2940 Marcus Road, Salt Lake City, Utah
John Embery	P. O. Box 245, Brigham City, Utah

#### ARTICLE XIV

##### INVALIDATION

Any article, sub-paragraph of any article or part thereof, of these Articles of Incorporation or amendments thereto, that may be at any time declared and adjudged by any Court of competent jurisdiction to be in violation of any provision of law, shall not invalidate any of the Articles of Incorporation, amendments thereto, sub-paragraph thereof or part thereof, not inconsistent with the Articles or amendment thereto, or sub-paragraph, or part thereof so declared and adjudged to be invalid.

#### ARTICLE XV

##### AMENDMENTS

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired in accordance with the provisions of the applicable corporation laws of the State of Utah, and laws amendatory thereto, by a majority vote of the Executive Board and the vote or written assent of a majority of the messengers entitled to vote, at any special meeting of the messengers called for that purpose, or at the annual meeting of messengers when the notice thereof includes amending these Articles as part of the

business of said annual meeting.

DATED this 24TH day of MAY, 1965, at Salt Lake City, Utah.

Edwin Fast  
Dr. Edwin Fast

Mayo Brown  
Mayo Brown

John Embury  
John Embury

INCORPORATORS

STATE OF UTAH           )  
                                  : ss.  
COUNTY OF SALT LAKE )

I, SHERIDAN L. MCGARRY, a Notary Public, hereby certify that on the 24TH day of MAY, 1965, personally appeared before me, DR. EDWIN FAST, MAYO BROWN and JOHN EMBERY, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24TH day of MAY, 1965.

My commission expires:

FEBRUARY 20, 1965

Sheridan L. McGarry  
Notary Public, residing  
at Salt Lake City, Utah