

State of Idaho

Department of State

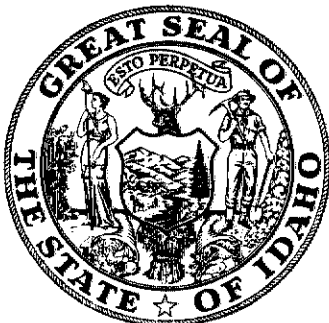
CERTIFICATE OF INCORPORATION OF

ELMORE COUNTY BASQUE ASSOCIATION, INC.
File number C 114829

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 ELMORE COUNTY BASQUE 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: May 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

ARTICLES OF INCORPORATION

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ELMORE COUNTY BASQUE ASSOCIATION, INC.

The undersigned, acting as the incorporator(s) of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Elmore County Basque Association, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this corporation is in the City of Mountain Home, County of Elmore, State of Idaho. The address of the initial registered office is 815 North 6th East, Mountain Home, Idaho 83647, and the name of the initial registered agent at this address is John F. Bideganeta.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. Fraternal, to perpetuate the common heritage of the Basque people, to promote friendly fellowship among the Basque people and their descendants.

B. Religious, to perpetuate the Christian ideals of the members of the association.

C. Charitable, to assist members of the organization in time of sickness or distress. To aid by donation or organized effort any worthy individual or organization that the association may be able to help.

D. Educational, to endeavor to maintain a scholarship goal for all young Americans, regardless of race. To establish scholarships or educational loans whenever possible to worthy, needy students.

E. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

F. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or

permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. 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 of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Membership shall consist of any person of Basque descent or person married or related by blood or marriage to the Basque people and any other person elected by majority vote to become an honorary member. Membership dues shall be assessed each year for individuals. Dues shall be payable on the 1st of January of each year. Membership certificates shall be issued for a period of one (1) calendar year and every person holding such a membership in good standing in this corporation shall be entitled to vote at all annual meetings held for the purpose of electing directors and officers.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than four (4) nor more than 100 individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>John Bideganeta</u>	<u>815 N. 6th E., Mountain Home, 83647</u>
<u>David Knox</u>	<u>P.O. Box 937, Mountain Home, 83647</u>
<u>John Lasuen</u>	<u>315 N. 8th E., Mountain Home, 83647</u>
<u>Richard Urquidi</u>	<u>330 S. 5th E., Mountain Home, 83647</u>

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATORS.

The name and address of the incorporators are: John F. Bideganeta, 815 North 6th East, Mountain Home, Idaho 83647, David Knox, P.O. Box 937, Mountain Home, Idaho 83647, John Lasuen, 315 N. 8th E., Mountain Home, Idaho 83647, and Richard Urquidi, 330 S. 5th E., Mountain Home, Idaho 83647.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 19th day of April, 1996.

John F. Bideganeta
John F. Bideganeta, Incorporator

David E. Knox
David Knox, Incorporator

John Lasuen
John Lasuen, Incorporator

Richard Urquidi
Richard Urquidi, Incorporator