

# State of Idaho



Department of State.

## CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

IDAHO OPTOMETRIC ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **TENTH** day  
of **AUGUST** **A. D. One Thousand Nine Hundred THIRTY-SEVEN** and  
is duly recorded in Book **4-51** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 29-103 and Sections  
29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for **PERPETUAL**  
**EXISTENCE** from the date hereof, with its registered office in this State located at  
**BOISE** in the County of **ADA**,  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative  
Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

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 **TENTH** day  
of **AUGUST**, in the year of our Lord  
one thousand nine hundred thirty- **SEVEN**,  
and of the Independence of the United States of  
America the One Hundred **SIXTY-EIGHTH**.

Secretary of State.

ARTICLES OF INCORPORATION.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under Title 29, Chapter 10, of the Idaho Code Annotated, 1932, entitled "Nonprofit Cooperative Associations".

And we hereby certify:

ARTICLE I.

That the name of the corporation shall be "IDAHO OPTOMETRIC ASSOCIATION, INC."

ARTICLE II.

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

(a) To unite the reputable optometrists; to improve the art and science of Optometry; to elevate its standards; and eventually to restrict the practice of optometry to properly qualified optometrists;

(b) To bring about a closer cooperation between the optometrists of the State of Idaho, and to promote the welfare and enhance the happiness of its members;

(c) To foster and promote a more friendly relationship between the optometrists and the manufacturers, sales companies, of optometric equipment and supplies, and others;

(d) To engage in any work or enterprise which will, or may, in any way, assist or be beneficial to the optometric profession in general to the same extent as a natural person may do; but this shall not permit this corporation to carry on or engage in the profession of optometry;

(e) To collect, compile and distribute any information and/or advise as to ethical methods, and all legal and proper information which may be of interest or value to optometrists, in the conducting of their profession;

(f) To secure and preserve ethical conditions for our

members and their employees, whereby the interests of both shall be properly protected;

(g) To devise ways and means of maintaining a high standard of professional work and cooperate with all other allied professions;

(h) To promote by every proper means all measures and all legislation honestly intended to prevent unethical practice of optometry; and all legislation tending to further the lawful interests of the optometric profession;

(i) To have one or more offices, to carry on all or any of its operations and business, and without any restriction or limit as to amount, to lease, purchase, hold have, use and take possession of and enjoy in fee simple, or otherwise, any personal or real property necessary for the uses and purposes of the corporation; and to sell, lease, deed in trust, alien, mortgage, or dispose of the same at the pleasure of the corporation, and for the uses and purposes of which said corporation is formed, and to buy and sell real or personal property, and to apply the proceeds of sale, including any and all income, to the uses and purposes of the corporation; and

(j) This corporation is one which does not contemplate, nor is it organized for the purpose of, pecuniary gain or profit to the corporation or the members thereof.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner any powers of this cooperative association.

### ARTICLE III.

That the existence of this corporation is to be perpetual.

### ARTICLE IV.

That the County in the State of Idaho, where the principal office for the transaction of the business of this corporation is to be located is <sup>Ada</sup> ~~Boise~~ County; and the principal place of business and post office address of this corporation is <sup>Boise</sup> ~~Idaho Falls~~,

Idaho. The place of business of the acting and qualified Secretary shall be the designated registered office of this corporation.

#### ARTICLE V.

That the names and addresses of the persons who are to act and officers in the capacity of directors, until the selection of their successors, are:

NAME	ADDRESS
------	---------

Charles A. Braun	Weiser, Idaho
J. E. Holmes	St. Anthony, Idaho
J. M. Scholer	Idaho Falls, Idaho
G. T. Musgrave	Idaho Falls, Idaho
R. A. Parrott	Twin Falls, Idaho
Clara Vial Lawson	Weiser, Idaho

The number of persons named above shall constitute the number of directors of the corporation, until changed by an amendment to the By-laws, increasing or decreasing the number of directors, as may be desired.

#### ARTICLE VI.

The authorized number and qualification of members, and the terms and conditions of admission; the time, mode, conditions and effect of expulsion or withdrawal from and of restoration to membership; the fees for membership admission; the assessments or dues levied to carry on the business of this association and reimbursement for services rendered and expenses incurred by this association for its members, the time of payment and manner of collecting the amounts due, and provisions for the forfeiture of the interest of a member in this association, for the nonpayment of such fees and dues; provisions of contracting, securing, paying and limiting the indebtedness of this association, and all other regulations, not repugnant to the laws of the state, and consonant with the objects of the association, shall be set forth in the by-laws of this corporation; that there shall be issued to each member a certificate of membership, which shall not be assignable or transferable, as provided in the by-laws of this corporation.

#### ARTICLE VII.

That the rights and interest of all members shall be equal,

and no member can have or acquire a greater interest in this corporation than any other member.

#### ARTICLE VIII.

That the by-laws of this corporation shall be adopted by the directors named in these articles of incorporation, and may thereafter be amended or repealed by any means provided in the by-laws.

#### ARTICLE IX.

That a seal of this cooperative association shall be adopted by the Directors, hereinbefore named, and shall, among other things bear the inscription: "IDAHO OPTOMETRICAL ASSOCIATION".

IN WITNESS WHEREOF, the persons who are to act in the capacity of the first directors of the corporation, have hereunto set their hands this 4<sup>th</sup> day of June, A.D., 1937.

Charles A. Braun  
Charles A. Braun

J. E. Holmes  
J. E. Holmes

J. M. Scholer  
J. M. Scholer

C. T. Muggrave  
C. T. Muggrave

R. A. Parrott  
R. A. Parrott

Clara Vial Lawson  
Clara Vial Lawson

STATE OF IDAHO )  
County of Washington ) ss.

On this 14 day of June, A.D., 1937, before me, the undersigned, a Notary Public in and for the State of Idaho, duly commissioned and sworn, personally appeared CHARLES A. BRAUN and CLARA VIAL LAWSON, known to me to be two of the persons whose names are subscribed to the within instrument, and they duly acknowledged to me that they executed the same.

WITNESS my hand and official seal, the day and year in this certificate first before written.

*Blanch*  
NOTARY PUBLIC, in & for Idaho  
Residing at Weiser, therein.  
My Com. Expires: 8-1-1937

STATE OF IDAHO )  
County of Fremont ) ss.

On this 30 day of July, A.D., 1937, before me, the undersigned, a Notary Public in and for said State, duly commissioned and sworn, personally appeared J. E. HOLMES, known to me to be one of the persons whose names are subscribed to the within instrument and he duly acknowledged to me that he executed the same.

WITNESS my hand and official seal, the day and year in this certificate first before written.

My Commission Expires  
April 1, 1939

*W. J. Adams*  
NOTARY PUBLIC, in & for Idaho  
Residing at St. Anthony, Idaho  
My Com. Expires:

STATE OF IDAHO )  
County of Bonneville ) ss.

On this 4th day of June, A.D., 1937, before me, the undersigned, a Notary Public in and for said State, duly commissioned and sworn, personally appeared J. M. SCHOLER and A. T. MUSGRAVE, known to me to be two of the persons whose names are subscribed to the within instrument, and they duly acknowledged to me that they executed the same.

WITNESS MY hand and official seal, the day and year in this certificate first before written.

*Paul T. Peters*  
NOTARY PUBLIC, in & for Idaho  
Residing at Idaho Falls, Idaho  
My Com. Expires:

STATE OF IDAHO )  
County of Twin Falls ) ss.

On this 15<sup>th</sup> day of June, A.D., 1937, before me, the undersigned, a Notary Public in and for said State, duly commissioned and sworn, personally appeared R. A. PARROTT, known to me to be one of the persons whose names are subscribed to the within instrument, and he duly acknowledged to me that he executed the same.

WITNESS my hand and official seal, the day and year in this certificate first before written.

*James H. Tay*  
NOTARY PUBLIC, in & for Idaho  
Residing at Twin Falls, Idaho  
My Com. Expires: