

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MUSEUM OF WINCHESTER HISTORY, INC.**

For Office Use Only

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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, is hereby adopting the following Articles of Incorporation ("Articles").

ARTICLE I Name

The name of the Corporation is **MUSEUM OF WINCHESTER HISTORY, 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 Registered Office and Agent

The location of the Corporation is in the City of Winchester, County of Lewis, and in the State of Idaho. The address of the initial registered office is P.O. Box 3, as well as physical address 417 McBeth Street, Winchester, Idaho 83555, and the name of the initial registered agent at this address is Patricia L. Mathison.

ARTICLE V Purposes

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

- A. To provide for the financial needs of the Museum of Winchester History which are not met by the City of Winchester:
To bring together persons interested in the history and heritage of Winchester and its related area; to maintain a museum site in good order; to collect, document, conserve, and make accessible to the public information, artifacts, and education programs which interpret Winchester's cultural past, present and future; to cooperate with other museums, historical societies, and community organizations which encourage area preservation efforts.
- B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or other things 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 therefore may not at that time lawfully carry on or do.
- C. The Museum of Winchester History, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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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 for 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 provisions 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

The Corporation shall have members with such rights as are consistent with the management authority granted to the Directors by these articles. Categories of levels of membership will be determined by the Board of Directors. Persons may become members of the Corporation by invitation from and approval by the Board of Directors. Payment of annual dues is required and defined in the Corporation By-Laws.

ARTICLE VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board shall be fixed in accordance with the Corporation's By-Laws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in the Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the By-Laws of the Corporation.

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

Janene Alley 1307 S. Hall St., Grangeville, ID 83530; Richard Pentzer 2180 Winchester Rd., Culdesac, ID 83624; Constance Pentzer 2181 Winchester Rd., Culdesac, ID 83624; Ken and Patty Mathison P.O. Box 242 Winchester, ID 83555; Barbara Summers P.O. Box 525 Winchester, ID 83555; Deloris Davisson 1567 Poplar St., Clarkston, WA 99403; Dena Pollock P.O. Box 519 Winchester, ID 83555.

ARTICLE IX Membership Dues

Membership dues may be charged to all members. The Board of Directors is authorized to fix the amount, intervals, and categories. Exemption from membership dues may be granted by the Board after consideration of the circumstance and approval by the majority of the Board of Members.

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ARTICLE X Distribution of Dissolution

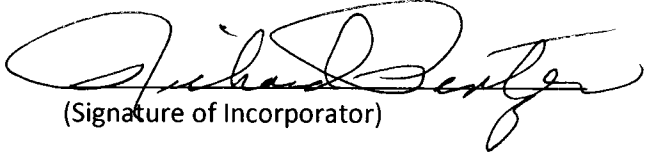
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the corporation, consistent with the purposes of the corporation. In doing so, the Board of Directors shall distribute any remaining assets to the City of Winchester.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES XI By-Laws

Provision for the regulation of the internal affairs of the Corporation shall be set forth in the By-Laws.

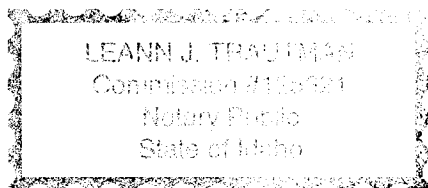
Dated this 17 day of May, 2024.



(Signature of Incorporator)

STATE OF IDAHO) ss.

County of Lewis)

On this 24 day of May, 2024, before me a Notary Public, in and for the said state, personally appeared Richard Pentzer, known or identified to me (or proven on oath to me by Driver's license to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same.




Notary Public, State of Idaho,
Residing at Winchester therein.
My Commission Expires: 12/22/24