

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SMELTERVILLE LIONS CLUB, INCORPORATED
File number C 106512

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 SMELTERVILLE LIONS CLUB, INCORPORATED 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 31, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Smith*

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NAME

II.

NON-PROFIT

III.

DURATION

IV.

MEMBERSHIP

v.

PURPOSES

This corporation is organized and at all times hereafter shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of

the Internal Revenue Code. More specifically, this corporation is organized and at all times hereafter shall be operated exclusively for the benefit of the Smelterville Lions Club, with its principal place of business in Kellogg, Idaho. This corporation shall coordinate all fund development programs on behalf of the Smelterville Lions Club and shall be empowered to receive donations and endowments of every nature for the Smelterville Lions Club. This corporation shall administer funds thus received and disburse them, or the income therefrom where endowment funds are received, to the Smelterville Lions Club, all in a manner responsive to the needs of the Smelterville Lions Club.

VI.

POWER AND AUTHORITY

This corporation shall have power and authority to engage in and to do any lawful act concerning any and all lawful business for which non-profit corporations may be organized under the Idaho Code.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on:

- (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code;
or

- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax 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 distributing of statements), any political campaign on behalf of any candidate for public office.

VII.

COMPENSATION

No member of the Board of Directors shall receive any compensation for his or her services as a member of the Board of Directors, but the corporation may pay reasonable compensation to any person, including a member of the Board of Directors, for other services actually rendered to the corporation.

VIII.

DISSOLUTION

The dissolution of this corporation shall be conducted in accordance with and be governed by the provisions of the Idaho Code as now or hereafter specified, with the precise details thereof to be as specified in the By-laws of the corporation. In the event of the termination or dissolution of this corporation for any reason whatsoever, its remaining assets, if any, shall be distributed to the City of Smelterville, or to such other organization exempt from Federal income taxation under Section

501(c)(3) of the Internal Revenue Code engaged in furnishing community service as the Board of Directors may direct if at such time the Smelterville Lions Club has, for reasons beyond the control of this corporation, lost its Federal income tax exemption, substantially failed or abandoned its operations, or been dissolved.

IX.

REGISTERED AGENT AND OFFICE

The location and post office address of the registered office of this corporation in the State of Idaho shall be 302 Main Street, Smelterville, Idaho, P. O. Box 192, Smelterville, ID 83868-0192. The registered agent of the corporation at that address is Mervin Hill.

X.

INCORPORATOR

The name and street address of the Incorporator is:

Mervin Hill
P. O. Box 192
Smelterville, ID 83868-0192

XI.

MANAGEMENT

Management shall be vested in a Board of Directors consisting of nine Directors to be elected in accordance with the By-laws of this corporation.

XII.

BOARD OF DIRECTORS

The names and addresses of the first Board of Directors are as follows:

Mr. Mervin Hill
102 Emerald Dr.
Kellogg, ID 83837

Ms. Mary Shamp
P. O. Box 199
Smelterville, ID 83868

Mr. Gary Dunn
P. O. Box 603
Pinehurst, ID 83850

Mr. Dale Hunt
P. O. Box 286
Smelterville, ID 83868

Mr. Edward Warren
HC-01, Box 137
Kellogg, ID 83837

Mr. Jay W. Huber
P. O. Box 252
Smelterville, ID 83868

Mr. David Olson
P. O. Box 97
Smelterville, ID 83868

Mr. Bill Ward
P. O. Box 56
Smelterville, ID 83868

Mr. Jim Ross
P. O. Box 441
Smelterville, ID 83868

The terms of office of this initial Board of Directors shall continue until their successors are duly elected.

XIII.

OFFICERS

The officers of this corporation shall consist of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. Any two of the offices, except those of President and Secretary, may be held by the same person.

XIV.

BYLAWS

The Board of Directors of this corporation shall have the sole power to adopt, alter, amend or repeal the By-laws of this corporation. The By-laws of the corporation may contain any provisions for regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

AMENDMENTS

DATED this 26th day of May, 1994.

Mervin Hill

On this 26th day of May, 1994, before me, the under-
signed, a Notary Public in and for the State of Idaho, personally
appeared MERVIN HILL, known to me to be the person whose name is
subscribed to the within and foregoing instrument, and acknow-
ledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Shirley Chapman
Notary Public in and for the State
of Idaho, Residing at: *Idaho*
Commission Expires: *1-1-99*