

**FILED EFFECTIVE**

**Amended & Restated  
Articles of Incorporation**

**Of**

**Alano Club of Boise , Inc .**

**2012 JUL 12 PM 1:18**

**SECRETARY OF STATE  
STATE OF IDAHO**

We, the undersigned, being natural persons of full age and citizens of the United States and of the State of Idaho, hereby associate ourselves with the above Club to form a non-profit corporation under and pursuant to Chapter 3 of Title 30, Idaho Code, and do hereby certify as follows:

**I**

The name of the corporation is **ALANO CLUB OF BOISE, INC.**

**II**

The purpose and objects for which this corporation is formed are, without pecuniary profit, to cultivate social intercourse among its members, who are recovering alcoholics, and to inculcate the principles of better living, good citizenship, charity, justice, brotherly love and fidelity and to rent meeting space to programs in recovery for a fee if deemed necessary by the corporation. And to promote the welfare and enhance the happiness of its members, and to that end 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, mortgage, or dispose of the same at the pleasure of the corporation, and for the uses and purposes for 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 to do all the acts the societies and corporations, whose object is not pecuniary profit but is to promote the general interest and welfare of the members, may do under the laws of the State of Idaho.

**IDAHO SECRETARY OF STATE  
07/12/2012 05:00  
CK: 1931 CT: 67605 BH: 1331781  
1 @ 30.00 = 30.00 NON PROF A # 2  
1 @ 20.00 = 20.00 NON EXPEDI # 3**

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### III

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### IV

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### V

The duration of this corporation shall be perpetual.

### VI

The registered agent of the corporation is Rodney Webster and the location and registered office in this state is 3820 Cassia Street, Boise, Idaho 83705.

### VII

This corporation shall have no capital stock. Any citizen of the United States and any corporation or association, mentioned in Section 30-308, Idaho Code, may become a member of this corporation under such rules and regulations as the Board of Directors of this corporation may from time to time establish. Certificates of membership shall be issued to each member of

this corporation, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of said corporation, except by resolution of the Board of Directors and under such regulation as the by-laws may prescribe.

## VIII

The business of this corporation shall be managed and conducted by a Board of Directors consisting of eleven persons or less and by such executive officers as may be appointed by said Board of Directors to carry on said business under and by virtue of any by-laws which may from time to time be adopted by this corporation.

## IX

By-laws providing for the management and control of the affairs of the corporation may be adopted by the Board of Directors, and, from time to time, they may alter, amend or repeal any by-laws; but any by-laws made by the Board of Directors may be altered or repealed by a two-thirds vote of the members at any regular meeting, or at any special meeting, provided notice of such proposed alteration or repeal by the members be included in the notice of such special meeting.

Members of said club and corporation shall be received and removed, and the authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments, and the method of collection thereof, shall be as set forth in the by-laws of this corporation, and there shall be issued to each member a certificate of membership as provided by said by-laws.

## X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

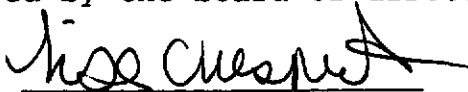
corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

XI

The incorporators and directors of this corporation with their names and post office addresses are as follows, to-wit:

<u>NAME:</u>	<u>ADDRESS:</u>
Rodney Webster	3820 Cassia Street Boise, Idaho 83705
Lisa Chesnut	3820 Cassia Street Boise, Idaho 83705
Dallas Mason	3820 Cassia Street Boise, Idaho 83705

The Amended & Restated Articles of Incorporation were Unanimously approved by the board of directors.



Lisa Chesnut / Secretary of the Board