

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**NEZ PERCE COUNTY PROPERTY OWNERS ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **12th** day of **April** A. D. One Thousand Nine Hundred **Seventy-eight** and ~~is~~ <sup>will be</sup> recorded on ~~Film No.~~ <sup>microfilm</sup> of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

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 **Kendrick, Idaho** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **12th** day of **April** A.D., 19 **78**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

NEZ PERCE COUNTY PROPERTY OWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the State of Idaho, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to Title 30, Chapter 1, Idaho Code, and we do hereby certify:

ARTICLE I

Corporate Name

That the name of this corporation shall be "NEZ PERCE COUNTY PROPERTY OWNERS ASSOCIATION, INC."

ARTICLE II

Corporate Existence

That this corporation shall have perpetual existence, unless sooner lawfully dissolved.

ARTICLE III

Corporate Purposes

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

1. To form a non-profit corporation under and pursuant to Title 30, Chapter 1, Idaho Code, for the protection and service of and to the individual members of the association, and to further their common interests.
2. To preserve, protect and encourage private ownership of property, and to actively engage in promoting and protecting

the rights of private property owners within Nez Perce County and the State of Idaho.

3. To sue and be sued before competent tribunals at the will of the Directors or membership.

4. To promote and seek the maximum membership obtainable in Nez Perce County, Idaho:

(a) To encourage maximum participation by said membership necessary in the accomplishment of the association's goals.

(b) To inform and educate the public by general media releases and news letters.

5. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

6. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprise connected to the purposes here established in any lawful way, so long as the same are a non-profit nature.

7. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.

8. To join or merge with any other group, firm, association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

#### ARTICLE IV

##### Corporate Officers - Board of Directors

The officers of this corporation shall consist of

the following who shall hold office as prescribed:

Section 1. PRESIDENT

The President shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

Section 2. VICE-PRESIDENT

The Vice-President shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

Section 3. SECRETARY

The Secretary shall be appointed from the Membership at large by the President, with approval of the Board of Directors and will serve at the pleasure of the President.

Section 4. TREASURER

The Treasurer shall be elected by and from the Board of Directors and shall serve from the date of organization of the Board of Directors to the following annual meeting of the Board of Directors, unless sooner removed from office or until his successor is elected and qualified.

Section 5. DIRECTORS

There shall be nine (9) Directors, three of which shall be elected at each annual meeting of the Membership commencing January 1, 1979. These Directors shall be elected from a slate of nominees presented to the annual meeting by a nominating committee appointed by the President and approved by the Board of

Directors which slate shall be not less than one candidate for each open directorship. The nominating committee shall consider nominations from the general membership. Directors shall be elected or appointed for staggered terms. Three directors shall be elected or appointed for a three year term; three directors shall be elected or appointed for a two year term; and three directors shall be elected or appointed for a one year term. The first Board of Directors shall be appointed by the incorporators of this corporation to fill the terms expressed in this provision. At the organizational meeting of the Board of Directors of this corporation, those Directors appointed shall by lot determine which directors shall serve from the date of their appointment for one, two, and three year terms.

Section 6. ASSETS and LIMITATIONS OF LIABILITIES

The Board of Directors shall hold title to and be responsible for all corporate assets and management of corporate business and may not alienate all of such assets or create corporate liabilities in excess of corporate assets without the consent of the membership.

Section 7. QUALIFICATION OF OFFICERS

All members elected to corporate office must be in good standing as members of the corporation.

Section 8. ADDITIONAL OFFICERS

The Board of Directors may establish such other appointive offices as they may deem appropriate and necessary to further the business of the corporation.

ARTICLE V

Membership

Section 1. ELIGIBILITY

Persons eligible for membership in this corporation

shall be any property owner over the age of eighteen (18) years who is interested enough in the purposes of this corporation to join, who is willing to subscribe to such purposes and will pay the dues established under the By-Laws.

Section 2. ANNUAL MEMBERSHIP MEETING

The corporate Board of Directors shall cause an annual membership meeting to be held in the month of January of each year hereafter, after due written notice to each member ten (10) days prior to the meeting, at the time and place in the County of Nez Perce as may be determined by the Board, at which time the officers of the corporation shall make a report of their activities for the preceding year. Board Members shall be elected and general business of the corporation shall be transacted.

Section 3. SPECIAL MEETINGS

The Board of Directors at its discretion may call a special membership meeting at any time or place they may deem appropriate upon five (5) days convenient notice to the membership.

Section 4. MEMBERSHIP VOTING AND PROPERTY RIGHTS

The voting power and property rights of each member in good standing shall be equal and at any meeting, each member or proxy shall have one vote. All new members shall have exactly the same property and voting rights. The Board of Directors may determine the manner in which elections shall be held.

ARTICLE VI

Corporate Place of Business

The location and post office address of the corporate office and the principal place of business shall be: Werner  
Beammer, Kendrick, I.D. 83537, or at the place of business of the corporate president as shown on the annual statement, or at a place to be determined by the Board of Directors; provided,

that the Secretary shall advise the membership, the Idaho Secretary of State, and the United States Post Office of any change of corporate office within seven (7) days of such change. The corporate office must be located in the State of Idaho at all times.

ARTICLE VII

Corporate By-Laws

By-Laws for the organization and structuring of this corporation shall be adopted and amended by a majority vote of the membership at the organizational meeting, the annual meeting, a special meeting or by referendum.

ARTICLE VIII

Amendment

These Articles may be amended, according to the provision of Section 30-1103, Idaho Code, or as said Section may be amended by the Legislature of Idaho, and by notice to the membership by mail thirty (30) days prior to any membership meeting. The names and post office addresses of each of the incorporators are as follows:

D.B. Branom

D.B. Branom  
1100 Sweetwater Road  
Lewiston, ID 83501

Werner Brammer

Werner Brammer  
Kendrick, ID 83537

George F. Brammer

George Brammer  
Gifford, ID

Maddynn Kinzer

Maddynn Kinzer  
Genesee, ID 83832

Kent R. Marcham

Lapwai, ID 83540

Richard M. Schaefer

1340 Birch, Lewiston, ID 83501

Paul A. He

Lenore, ID 83541

Louis H. Ottsen

333 Stewart Drive, Lewiston, ID 83501

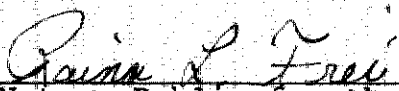
Paul C. Keeton

P.O. Drawer E, Lewiston, ID 83501-6-

STATE OF IDAHO            )  
                                  )::ss.  
County of Nez Perce )

On this 7th day of April, 1978, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared D.B. BRANOM, WERNER BRAMMER, GEORGE BRAMMER, MADLYNN KINZER, KENT R. MEACHAM, RICHARD M. SCHAEFER, PAUL A. EKE, M.D., LOUIS H. OTTOSEN, and PAUL C. KEETON, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they 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 hereinabove written.

  
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Notary Public for the state of  
Idaho, residing at Craigmont.

(SEAL)