

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS. H. YOUNG, 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

THE IDAHO CHAPTER OF THE ARTHRITIS AND RHEUMATISM FOUNDATION, INC.

was filed in the office of the Secretary of State on the **10th** day
of **March** A. D. One Thousand Nine Hundred **Fifty-eight** and
is duly recorded on Film No. **102** 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

fifty years 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 Coopera-
tive 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 **10th** day of **March**,
A.D., 19 **58** .

Secretary of State.

CONSTITUTION OF THE IDAHO CHAPTER

OF THE

ARTHRITIS AND RHEUMATISM FOUNDATION

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States and of the State of Idaho, over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purposes of forming a non-profit co-operative organization under the laws of the State of Idaho, and do hereby make, sign, acknowledge and file this certificate for that purpose, and do hereby declare:

ARTICLE I

Name - Term - Place of Business

Section 1. The name of this organization shall be

THE IDAHO CHAPTER OF THE ARTHRITIS AND
RHEUMATISM FOUNDATION, INC.

Section 2. That the term for which this corporation shall exist is fifty (50) years.

Section 3. The principal place of business shall be Boise, Idaho.

ARTICLE II

Purposes

The purposes of this Chapter shall be (a) to carry out within the State of Idaho the general purposes of The Arthritis and Rheumatism Foundation under its general direction and in accordance with its policies and subject to all the provisions of the Charter issued by said Foundation and in keeping therewith to develop within the Chapter's area programs designed to provide better diagnosis and treatment for persons within such area who are suffering with arthritis and other rheumatic diseases; (b) to help integrate programs of investigation within such area; (c) to raise money for the purpose of financing such local activities and for the purpose of providing an equitable share of the funds needed to promote on a national basis

Constitution

a comprehensive research attack on the problem of arthritis and related conditions and general educational and planning activities serving to support and increase the effectiveness of local efforts. The Chapter shall be operated exclusively for charitable, scientific and educational purposes and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. No part of the net earnings of the Chapter shall inure to the benefit of any officer, member or employee of the Chapter, or to the benefit of any individual; and no officer, member or employee of the Chapter, and no individual, shall receive or be entitled to receive any pecuniary profit from the operation of the Chapter except reasonable compensation for services.

ARTICLE III

Members

Section 1. There shall be a class of members, known as voting members, to which shall be issued non-assignable membership certificates and, such other class or classes of members, honorary, associate or other, as the Governing Committee of the Chapter or the Executive Committee of the Chapter may from time to time authorize; provided, however, that the Governing Committee or the Executive Committee may not confer on any such other class of members the right to vote at meetings of the Chapter. The voting members shall initially be the subscribers to this Constitution and shall thereafter be as determined in accordance with the By-Laws of the Chapter. The rights of all members shall be equal.

ARTICLE IV

Officers

Section 1. The officers of the Chapter shall be a Chairman of the Governing Committee, a President, a Vice-President, a Secretary and a Treasurer.

a Secretary and a Treasurer.

Section 2. The Governing Committee may, in its discretion, create positions of other Vice-Presidents and of Assistant Secretary and Assistant Treasurer and define their powers.

Section 3. The officers shall be elected annually by the Governing Committee. The Chairman of the Governing Committee, President, Vice-President, Secretary and Treasurer shall be chosen from the Governing Committee.

ARTICLE V Governing Committee

Section 1. The affairs of the Chapter shall be managed, subject to the policies and supervision of The Arthritis and Rheumatism Foundation, by its Governing Committee.

Section 2. The Governing Committee shall consist of not less than nine and not more than forty-five members (as determined from time to time by the Governing Committee or, at an annual meeting of the Chapter, by the voting members) divided into three classes so that the term of approximately only one-third of the members of the Governing Committee shall expire each year.

Section 3. The initial members of the Governing Committee shall be elected by the subscribers to this Constitution. Thereafter, members of the Governing Committee shall be elected in accordance with the By-Laws of the Chapter.

ARTICLE VI

Committee of the Board of Directors

Section 1. Between meetings of the Governing Committee,

its powers and duties, except as otherwise provided in the By-Laws of the Chapter, may be exercised by an Executive Committee designated by the Governing Committee.

Section 2. The Governing Committee may, from time to time, appoint other Committees for such terms and with such powers and duties as the Governing Committee may determine.

ARTICLE VII

Meetings

Section 1. There shall be an annual meeting of the Chapter, the date and place of which shall be determined by the Governing Committee.

Section 2. Special meetings of the Chapter may be called for any purpose by the Governing Committee, or by the Executive Committee or by the President or by any five voting members or as the By-Laws may provide.

ARTICLE VIII

Dissolution or Winding Up

Section 1. Upon any dissolution or winding up of the Chapter or in case its charter from the Foundation is withdrawn because the organization has not continued to meet the standards set by the Foundation, or is not renewed upon expiration, any assets remaining after payment of or reasonable provision for its then existing liabilities and commitments shall forthwith be paid and delivered to The Arthritis and Rheumatism Foundation. No part of such net assets shall be paid or distributed to any officer, member or employee

of the Chapter or to any individual. No part of such net assets shall be distributed to any corporation, organization or association unless such organization, corporation or association shall be one organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which shall inure to the benefit of any private shareholder, member or individual, and no substantial part of the activities of which shall constitute carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IX

Amendments

Section 1. This Constitution may be amended at any annual meeting of the Chapter or at any regular or special meeting of the Governing Committee by a two-thirds vote of those present at any such meeting of which the notice contained a statement of the substance of the proposed amendment.

This Constitution has been adopted to evidence and confirm the acceptance by this organization of the Charter granted to it by The Arthritis and Rheumatism Foundation to be The Idaho Chapter of said Foundation and the agreement and undertaking of this organization to meet the standards appended to such Charter and to conduct its affairs in accordance with the general policies of the Foundation and subject to all of the provisions of such Charter.

IN WITNESS WHEREOF, the undersigned have set their hands this 25th day of February, 1958.

E. P. Southern Boise, Idaho
Mrs. E. Dean Peterson Boise, Idaho
James L. Ward, M.D. Boise, Idaho
Mayor E. G. Peterson Boise, Idaho
J. A. Shunk Boise, Idaho

STATE OF IDAHO,)
) ss.
County of Ada,)

On this 25th day of February, 1958, before me,

Therese Lemoyne _____, the undersigned,
a Notary Public in and for said County and State, personally appeared
C. R. DONALDSON, MRS. E. DEAN PETERSON, ROSCOE C. WARD,
M. D., MAYOR R. E. EDLEFSEN and F. A. SHINN, known to me to
be the persons whose names are subscribed to the within and foregoing
Articles of Incorporation, and each for himself acknowledged 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.

Therese Lemoyne _____
Notary Public for Idaho,
Residing at Boise, Idaho