

97343

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SOUTHWEST IDAHO DISTRICT DENTAL SOCIETY, INC.

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 \_\_\_\_\_

SOUTHWEST IDAHO DISTRICT DENTAL SOCIETY, INC.

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 \_\_\_\_\_ January 15 , 19 92 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

*\_\_\_\_\_*

Corporation Clerk

JUN 15 3 07 PM '92

ARTICLES OF INCORPORATION  
OF  
SOUTHWEST IDAHO DISTRICT DENTAL SOCIETY, INC.  
SECRETARY OF STATE

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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I**  
**NAME**

The name of the Corporation is **SOUTHWEST IDAHO DISTRICT DENTAL SOCIETY, 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**  
**INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 210 West Mallard Drive, Boise, Idaho 83706, and the name of the initial registered agent at this address is Brent Brady.

**ARTICLE V**  
**PURPOSES**

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

- A. Being an association of persons in the dental profession or interested and involved in dental science, the primary purpose the Corporation is organized and will be operated for is to promote the dental profession and the improvement of dental science, but not to engage in a regular business of any kind ordinarily carried on for profit.
- B. To engage in activities directed to the improvement

of the business conditions of the dental profession and dental science, but not the performance of particular services for individual persons.

- C. To furnish educational programs and materials to members, and the general public concerning the dental profession and dental science.
- D. To promote the general welfare of the public by engaging in activities designed to improve dental health.
- E. To provide charitable services in the dental science area.
- F. To conduct research regarding the dental profession and dental science.
- G. To create and maintain literature relevant to the dental profession and dental science.
- H. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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 therefor, may not at that time lawfully carry on or do.

#### **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 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. 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.

#### **ARTICLE VII MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of

Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Brent Brady	210 W. Mallard Drive Boise, Idaho 83706
Lon Blair	Suite 102, 6540 Emerald Boise, Idaho 83704
Scott Kido	109 - 12th Avenue Road Nampa, Idaho 83653

**ARTICLE IX**  
**MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

**ARTICLE X**  
**DISTRIBUTION ON DISSOLUTION**

Upon 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.

Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI**  
**INCORPORATOR**

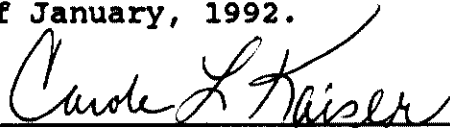
The name and street address of the incorporator is:

Carole L. Kaiser  
P.O. Box 1368  
Boise, Idaho 83701

**ARTICLE XII**  
**BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 15th day of January, 1992.

  
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Incorporator