

CERTIFICATE OF INCORPORATION
OF

GARDEN CITY LIONS CLUB, INC.

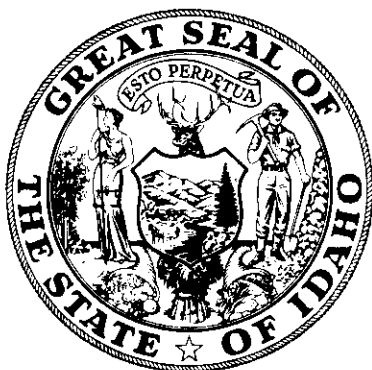
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GARDEN CITY LIONS CLUB, 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 August 3, 19 82.



SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

GARDEN CITY LIONS CLUB, INC.

AN IDAHO NON-PROFIT ORGANIZATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, including Idaho Code Sections 30-301, et seq. Pursuant thereto we certify as follows:

ARTICLE I

The name of this non-profit corporation is "Garden City Lions Club, Inc." that this corporation is not organized for pecuniary profit and that this corporation is hereby designated to be a non-profit corporation.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized and shall be operated exclusively for educational and charitable purposes and subject to this limitation, the purposes and powers of the corporation shall be as follows:

(a) To form a body of men thoroughly representative of the business and professional interest of the City of Garden City, Idaho, and its surrounding territory; to unite its members in the closest bonds of goodfellowship, and to promote a closer business and social union among them.

(b) To encourage active participation in all things that have to do with commercial, civic, and industrial betterment; to uphold the

principle of good government; to assist in every honorable way in furthering the interest of its members and towards bringing about a better understanding among men.

(c) To teach that organization, cooperation, and reciprocity are better than rivalry, strife, and destructive competition. To encourage the application of the highest ethical standards in business, and endeavor by the exchange of methods and ideas to increase efficiency in all lines represented.

(d) To acquire by purchase or otherwise, own, hold, manage, lease, sell, and convey such real and personal property, and to erect such buildings and other structures as may be necessary or incident to carrying out the purposes herein contained. To borrow money for the furtherance of such purposes and to secure the same by obligations, pledges, mortgages, or the issuance of bonds or debentures secured by pledges, deeds of trust, or mortgages of or upon the whole or any part of its property. To take and receive donations of real and personal property by gift, grant, devise, or bequest.

(e) To make, perform, and carry out contracts for any lawful purpose in furtherance of the purposes herein set forth to the same extent and as fully as natural persons might or could do; and to do, perform, and carry on its business as principal, agent, trustee, or otherwise, and either alone or in connection with any other person, firm, association, corporation, and with the State of Idaho, and the government of the United States and agencies, departments, and officers thereof.

(f) To sponsor directly or indirectly social functions, or projects of public entertainment, or athletic contests, beauty pageants, or any other project for the purpose of raising funds for the furtherance of the purposes herein set forth, or as a public service to the community.

(g) To do any and all other things whatsoever which may be requisite, necessary, or proper in and about the carrying out of the purposes and objects for which this corporation is formed.

ARTICLE IV

The Registered Agent of this corporation is hereby designated as Dale Miller, Secretary-Treasurer and the Registered Office of this corporation is hereby designated as: 9468 Knottingham Drive, Boise, Idaho 83704, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE V

Any male person shall be eligible for membership in this corporation upon affirmative action of the Board of Directors as provided in the By-Laws. The corporation shall issue to each member a Certificate of Membership in this corporation and each member shall be entitled to one (1) vote and shall have an equal right to, and interest in, this corporation. The voting power of every member of this corporation shall be equal to the voting power of every other member hereof. Membership in the corporation shall terminate as provided for in the By-Laws.

ARTICLE VI

The Membership Certificates of this corporation are not assessable and all Membership Certificates issued shall conspicuously note on the face of such certificate that the same is not assessable.

ARTICLE VII

The number of directors constituting the initial Board of Directors of this non-profit corporation is ten (10) and the class and their names and addresses are as follows:

David Easton
6810 Ustick Road
Boise, Idaho 83709

Lary G. Matthews
7001 West State Street
Boise, Idaho 83703

Ted Blamire
135 Oakhurst Way
Boise, Idaho 83709

William Horton
5550 Millrun
Garden City, Idaho 83704

Rob Sproat
7001 West State Street
Boise, Idaho 83703

Kelly McCauley
6650 Glenwood
Boise, Idaho 83704

Dale G. Strecker
9544 Marigold
Boise, Idaho 83704

Kelly Haws
212½ E. 34th Street
Boise, Idaho 83704

Jeff Youtz
5780 Millwright
Boise, Idaho 83704

Dale Miller
9468 Knotttingham Drive
Boise, Idaho 83704

The Directors hereinabove designated shall hold office until their successors are elected at the election of Directors of the First Annual Meeting of the Membership of this corporation. The directors are hereby divided into two classes. The First Class shall consist of seven (7) Directors, and the Second Class shall consist of three (3) Directors. The First Class of Directors shall consist of the President, First, Second and Third Vice Presidents, Secretary-Treasurer, Lion Tamer, Tail Twister and Three Other Directors.. The Classification above mentioned shall not be effective until successors in office are elected to replace the above listed Directors at the First Annual Meeting of the Membership. Thereafter, the First Class of Directors' term of office shall expire at the first annual meeting after their election. Such class shall consist of the successors to the offices of the seven (7) Directors above listed as the First Class. The Second Class of Directors shall consist of three (3) Directors and their term shall expire at the first or second annual meeting after their election. Such class shall consist of the successors to the Three (3) Directors listed above as the Second Class. The First Class of Directors terms shall be one year. The Second Class of Directors' terms shall be two years. However, at the first annual meeting, Two (2) of the Second Class of Directors shall be elected to a one year term in order to stagger the elections of the Second Class of Directors in the succeeding years. Thereafter at each annual meeting, the number of Directors equal to the number whose terms expires at the time of such meeting shall be elected to hold office for the specified term.

ARTICLE VIII

Members holding twenty-five percent (25%) of the votes entitled to be cast, represented in person shall constitute a quorum at any meeting of this non-profit corporation.

ARTICLE IX

That private property of the members of this corporation shall not be subject to the payment of any corporation debt.

ARTICLE X

No member, director or officer of this non-profit corporation shall receive any portion of the income of this non-profit corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the corporation and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out the objectives of this corporation.

ARTICLE XI

The officers of the corporation shall be President, Three (3) Vice Presidents, Secretary-Treasurer, Lion Tamer, Tail Twister, and such other offices as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE XII

In the event of a dissolution of the corporation, the disposal of assets or property shall be determined at the time of such dissolution in the manner provided by Idaho law. Provided, however, that assets or property may be transferred only to another non-profit corporation duly qualified under the regulations of Section 501(c), Internal Revenue Code, having objectives or purposes similar to those of this corporation, or to a public agency or to another non-profit corporation duly qualified under the regulations of Section 501(c), Internal Revenue Code. So long as the Boise Host Lions Club shall be qualified

under Section 501(c) of the Internal Revenue Code, the assets or property shall be distributed thereto in the event of dissolution of this corporation.

Provided, further, that in the event of dissolution no asset or property shall be distributed to the members either for reimbursement for any sums subscribed, donated or contributed by such member, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the functions and purposes of this corporation.

ARTICLE XIII

The Board of Directors shall have the right to make and amend By-Laws, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation, for the government of the affairs of the corporation and the management of its properties.

ARTICLE XIV

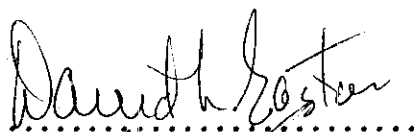
An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-Laws of this corporation in the manner therein prescribed.

ARTICLE XV

These Articles may be amended by majority vote, in person or by proxy, of those members present at a meeting of the membership duly called for that purpose and at which a quorum is present.

ARTICLE XVI

The names and addresses of the incorporators are as follows:


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6810 Ustick Road
Boise, Idaho 83709


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135 Oakhurst Way
Boise, Idaho 83709

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Boise, Idaho 83704

Dale Miller
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Dale Miller
9468 Knottingham Drive
Boise, Idaho 83704

IN WITNESS WHEREOF we have hereunto set our hands and seals
this 2 day of August, 1982.