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SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SAGLE FIREHOUSE FIVE, INC.**

RECITAL

- A. The Articles of Incorporation of Sagle Firehouse Five, Inc. were filed in 2004.
- B. On May 11, 2011, the Board of Directors agreed to adopt amended and restated Articles of Incorporation to expand the scope of the corporation's charitable purposes to cover all of the Sagle Fire District and to recognize the new name of the corporation.
- C. The corporation does not consist of any voting members.
- D. The number of Directors entitled to vote was three. The number of Directors that voted for the amended and restated Articles of Incorporation was three. There were zero votes against amending and restating the Articles of Incorporation.

The undersigned, in order to form a nonprofit corporation under the provisions of Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, submits the following amended and restated articles of incorporation to the Idaho Secretary of State.

**ARTICLE I.
NAME OF CORPORATION, OFFICE**

- 1.1 **Corporate Name.** The name of the corporation shall be Friends of Sagle Fire District, Inc. (hereinafter "Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at 2689 Gun Club Road, Sagle Idaho, 83860.

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ARTICLE II. PURPOSE AND POWERS OF CORPORATION

- 2.1 **Purpose.** The Corporation is formed for the specific purpose of (a) providing grants to and for the benefit of the Sagle Fire District, (b) educating the general public about fire suppression and fire safety and (c) providing other support in the form of volunteers, educational programs, and other services requested by said fire district and other public safety organizations for the benefit of the residents of Sagle Fire District. The intent of the Incorporator is to create a tax exempt entity under the authority of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall limit its substantial activities to the furtherance of its exempt purpose.
- 2.2 **General Authority.** The Corporation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose including those general powers set forth in the Idaho Nonprofit Corporation Act.
- 2.3 **Dedication of Assets.** The assets of the Corporation are expressly dedicated to the exempt purposes of a 501(c)(3) organization.
- 2.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

ARTICLE III. INITIAL DIRECTORS

The initial Directors shall be:

Jack Lensing, 217 Cedar Street, Sandpoint, Idaho 83864, who shall serve a one-year term.

Rob Goodyear, 1079 Comeback Bay Lane, Sagle, Idaho 83860, who shall serve a two-year term.

Will Valentine, 146 Stewarts Drive, Sagle, Idaho 83860, who shall serve a three-year term.

ARTICLE III. INITIAL REGISTERED AGENT

The initial registered agent shall be BERG & McLAUGHLIN, CHTD., whose address (registered office) is 414 Church Street, Ste. 203, Sandpoint, Idaho 83864. Signature on change of agent form.

ARTICLE IV. NON-MEMBERSHIP CORPORATION

The Corporation shall not have members. The Corporation shall be governed by its self-perpetuating Board of Directors.

**ARTICLE V.
DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- 5.1 **Requirements for Dissolution.** The Corporation may be dissolved upon the unanimous consent of the Board of Directors voting at a duly noticed meeting of the Board.
- 5.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to (a) a State or political subdivision thereof for a public purpose or (b) to another organization for one or more exempt purposes described in § 501(c)(3), Internal Revenue Code, and whose income is also excludable from gross income under § 115(1), Internal Revenue Code.
- 5.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with § 30-3-110 et. seq., Idaho Code.

**ARTICLE VI.
BOARD OF DIRECTORS**

- 6.1 **Management Vested in the Board of Directors.** The Board of Directors (Board) shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real property; (c) monitor the Corporation's financial affairs; (d) determine the general policies under which the Corporation shall operate; (e) hire and supervise the Corporation's Chief Executive Officer; and (f) and take any other lawful action to protect and advance the interests of the Corporation.
- 6.2 **Board of Directors.** The Board shall consist of no less than three (3), but no more than seven (7) Directors who shall serve staggered three year terms. In allocating directorships, the Board shall give preference to balancing the Board by providing that each sub-district of the Sagle Fire District is represented, if possible. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose electing Directors. Each Director shall own or reside on real property or operate a business in the Sagle Fire District. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. The Board shall maintain a staggered appointment system that insures at least one Director is appointed each year. Directors may serve consecutive terms.
- 6.3 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.

- 6.4 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary and Treasurer. One person may serve as both Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer's authority shall terminate upon delivery of said resolution to the dismissed officer by the Secretary or other corporate officer.
- 6.5 **Action of the Board.** The action of the Board shall be the action of the Corporation.

ARTICLE VII. AMENDMENTS

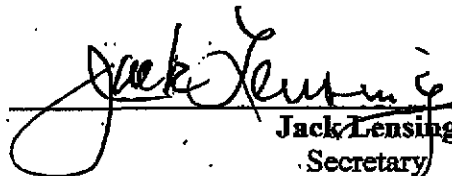
The Directors, by majority vote and pursuant to the authority provided in I.C. § 30-3-89, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 6.3.

ARTICLE VIII. NONDISCRIMINATION POLICY

The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, familial status, or national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of § 30-3-88, Idaho Code.



Jack Lensing
Secretary

STATE OF IDAHO)
COUNTY OF BONNER) SS.

On this 30 day of Sept, in the year of 2011, before me, a Notary Public for the state of Idaho, personally appeared Jack Lensing, known or identified to me to be the president, or vice-president, or secretary or assistant secretary, of Sagle Firehouse Five, Inc. that executed the within instrument on behalf of said corporation and acknowledged to me that said corporation executed the same.

(Sign) [Signature]
NOTARY PUBLIC
Residing at: [Signature]
My commission expires: 24-10-2014

