

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

DeMOLAY FOUNDATION OF IDAHO, 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 _____
DeMOLAY FOUNDATION OF IDAHO, 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 December 12th, 1980.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
DeMOLAY FOUNDATION OF IDAHO, INC.

Dec 12 8 42 AM '80

I, the undersigned natural person of the age 21 years or more acting as an incorporator under the Idaho Non-Profit Corporation Law, adopt the following articles of incorporation.

ARTICLE I

The name of the corporation is: DeMOLAY FOUNDATION OF IDAHO, INC., and its duration shall be perpetual.

ARTICLE II

The corporation is a non-profit corporation and is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law. More specifically, it shall promote DeMolay and its precepts throughout the State of Idaho.

ARTICLE III.

The corporation shall have all powers enumerated in the Idaho Non-Profit Corporations Act, including such powers enumerated in the Idaho Business Corporation Act, so long as the same are consistent therewith.

ARTICLE IV.

The corporation shall have no members but shall have one director. The number of directors may not be altered by subsequently adopted by-laws. The initial director constituting the first Board of Directors of the corporation shall be James A. Felton whose address is 1961 Sherry Lane, Twin Falls, Idaho 83301. Said director shall hold office until replaced as hereafter provided.

ARTICLE V.

The name and street address of the incorporator, the registered office, and the registered agent is James A. Felton, 1961 Sherry Lane, Twin Falls, Idaho 83301.

ARTICLE VI.

The director of the corporation shall always be the executive officer of the Order of DeMolay, Idaho State Chapter, such executive officer to be appointed by the International Supreme Council, International Order of DeMolay, whose headquarters is in Kansas City, Missouri.

ARTICLE VII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 payment and distribution in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in, including the publication or distribution of statements of any political campaign on behalf of any candidate for public office, notwithstanding any other provisions of these articles. The corporation shall not carry on any other activities not permitted to be carried on:

a. By a corporation exempt from Federal Income Tax, under Section 501(c)(3), of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law; or

b. By a corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VIII.

The corporation shall distribute its income for each taxable year at such time, and in such a manner, as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Law.

ARTICLE IX.

The corporation shall not engage in any act of self-dealing, as to define in §4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Law.

ARTICLE X.

The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XI.

The corporation shall not make any investments in such a manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XII.

The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XIII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for the charitable, education, religious, or scientific purposes as shall, at the time, qualify as an exempt organization, or organizations under §501(c)(3), of any future United States

Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed 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 organization, or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

These non-profit articles of incorporation have been adopted and executed on the 10th day of December, 1980.


James A. Felton

STATE OF IDAHO)
) ss.
County of Twin Falls)

James A. Felton being first duly sworn upon oath deposes and says:


I am the incorporator named in the foregoing Articles of Incorporation and have executed the same, and the statements herein contained are true as I verily believe.


James A. Felton

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 10th day of December, 1980, before me, the undersigned, a Notary Public for Idaho, personally appeared James A. Felton, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me 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.


Notary Public for Idaho
Residing at Twin Falls