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State of Idaho

Department of State

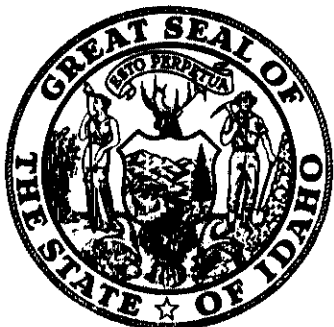
CERTIFICATE OF INCORPORATION OF

MELBA REBEKAH LODGE NO. 105
INDEPENDENT ORDER OF ODD FELLOWS, 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 MELBA REBEKAH LODGE NO. 105 INDEPENDENT ORDER OF ODD FELLOWS, 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: February 7, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

ARTICLES OF INCORPORATION

OF

MELBA REBEKAH LODGE NO. 105
INDEPENDENT ORDER OF ODD FELLOWS, INC.

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We the undersigned, desiring to form a non-profit corporation under the statutes of the State of Idaho, do hereby make, subscribe, and acknowledge as follows:

ARTICLE ONE

NAME

The name of the corporation is MELBA REBEKAH LODGE NO. 105
INDEPENDENT ORDER OF ODD FELLOWS, INC.

ARTICLE TWO

NON-PROFIT PURPOSE

This corporation is organized exclusively for operating a fraternal lodge for social, benevolent and charitable purposes within the meaning of Section 501 (c))3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code. No part of the corporate assets, income, or profit shall be distributable to, or inure to the benefit of its officers, trustees, or members except to the extent permitted for a non-profit corporation under the non-profit corporation laws of the State of Idaho and under Section 501 (c))3) of the Internal Revenue Code.

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The Corporation shall not take steps which serve to facilitate the transaction of specific business by its officers, trustees, or members; or promote the private interest of any officer, trustee, or member; or engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE THREE

DURATION

The period of duration of this corporation is perpetual.

ARTICLE FOUR

MEMBERS

This corporation is a membership corporation, has no capital stock, and is not organized for pecuniary profit. Upon termination of the corporation, dissolution of all funds and assets shall follow the procedures and provisions prescribed by the Grand Lodge and Rebekah Assembly of Idaho.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered office is P.O. Box 567, 920 Grant St., Caldwell, Idaho 83606-0567

The initial registered agent at such address is Mrs. Delia M McManus, Secretary, Rebekah Assembly, Independent Order of Odd Fellows, Inc.

ARTICLE SIX

TRUSTEES

The affairs of this corporation shall be managed by one class of Board of Trustees. The number of such Trustees shall be three (3). The names and addresses of the persons constituting the initial Board of Trustees are:

NAME	ADDRESS
Bonnie Ryska	HC 79 Box 93, Melba, ID 83641
Wilma Herman	6463 Melmont Rd., Melba ID 83641
Connie Evans	5304 Lewis Lane, Nampa, ID 83686

ARTICLE SEVEN

AMENDMENTS

These Articles of Incorporation may be amended from time to time in any manner lawful under the Non-Profit Corporation Act of the State of Idaho.

ARTICLE EIGHT

INCORPORATOR

The name and address of the incorporator is:
Mary Dyer, P.O. Box 221, Melba, Idaho, 83741

Mary Dyer