

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

#### JEROME OPTIMIST SCHOLARSHIP FOUNDATION INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of JEROME OPTIMIST SCHOLARSHIP FOUNDATION INC., duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: November 14, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*M. Richards*

Corporation Clerk

AMENDED ARTICLES OF INCORPORATION

RECEIVED  
SEC. OF STATE

OF

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JEROME OPTIMIST SCHOLARSHIP FOUNDATION INC.

\* \* \* \*

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

JEROME OPTIMIST SCHOLARSHIP FOUNDATION INC.

ARTICLE II.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE III.

The corporation formed herein shall not be for profit and shall be for the purpose of disbursing educational scholarships, from funds received by and invested by the corporation, for which purpose, the corporation shall also exist.

This organization is organized exclusively for 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 (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (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 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas 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 direct.

#### ARTICLE IV.

There shall be no members of the corporation. As such, the Board of Directors of the corporation shall be appointed by Jerome Optimist Club, Inc.

#### ARTICLE V.

That the principal office and the location and the post office address of the registered office of said corporation shall be 125 N. Buchanan, Jerome, County of Jerome, State of Idaho, and John Yon shall be the registered agent at such address.

#### ARTICLE VI.

That the number of the Directors of said corporation shall be eleven (11), which number of directors shall be fixed by the By-laws of the corporation. The names and addresses of the initial members of the Board of Directors is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
John Yon	125 N. Buchanan Jerome, ID 83338
Martin E. Gorton	125 N. Buchanan Jerome, ID 83338
Jerry Ridley	125 N. Buchanan Jerome, ID 83338
Catherine M. Jackson	125 N. Buchanan Jerome, ID 83338

Grant Van Houten	125 N. Buchanan Jerome, ID 83338
Jay Gardner	125 N. Buchanan Jerome, ID 83338
Kevin Rexroat	125 N. Buchanan Jerome, ID 83338
Emmett Broiler	125 N. Buchanan Jerome, ID 83338
Jerry Michener	125 N. Buchanan Jerome, ID 83338
Irene VanderVegt	125 N. Buchanan Jerome, ID 83338
Candy Andrus	125 N. Buchanan Jerome, ID 83338

All future members of the Board of Directors shall be elected by the previously sitting Board of Directors.

#### ARTICLE VII.

All or any meetings of the Board of Directors may be held within or without the State of Idaho.

#### ARTICLE VIII.

The name and address of the incorporator, is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
John Yon	125 N. Buchanan Jerome, ID 83338

#### ARTICLE IX.

The number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time as may be provided in the By-laws.

ARTICLE X.

By-laws shall be adopted by the directors and when so adopted may thereafter be repealed, amended or new By-laws adopted by the directors by two-thirds (2/3) vote of the directors.

ARTICLE XI.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law.

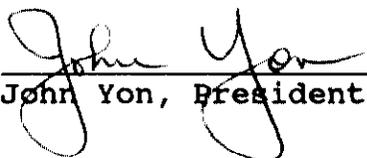
ARTICLE XII.

These amended articles were adopted on the 14th day of August, 1991, by a majority vote of at least a quorum of the members of the Board of Directors.

ARTICLE XIII.

That Article III above is amended and replaces Article III of the original Articles of Incorporation and that Articles XII and XIII are additions to the old Articles of Incorporation as required by law.

11 IN WITNESS WHEREOF, I have hereunto set my hand this day of November, 1991.

  
\_\_\_\_\_  
John Yon, President

  
\_\_\_\_\_  
Martin E. Gordon, Secretary

STATE OF IDAHO )  
 ) ss.  
County of Jerome )

On this 11 day of November, 1991, before me, the undersigned, a Notary Public in and for said County and State, personally appeared John Yon who, being first duly sworn, declared that he is the president of Jerome Optimist Scholarship Foundation Inc., that he signed the foregoing document as president of the corporation, that the statements therein are true and that he is known to me to be the person whose name is subscribed to the within and foregoing Amended Articles of Incorporation, and he 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.

Judy M. Duncan  
NOTARY PUBLIC FOR IDAHO  
Residing at: Jerome, Idaho  
Commission Expires: 9/20/97

STATE OF IDAHO )  
 ) ss.  
County of Jerome )

On this 11 day of November, 1991, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MARTIN E GUSTON who, being first duly sworn, declared that he is the Secretary of Jerome Optimist Scholarship Foundation Inc., that he signed the foregoing document as secretary of the corporation, that the statements therein are true and that he is known to me to be the person whose name is subscribed to the within and foregoing Amended Articles of Incorporation, and he 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.

Judy M. Duncan  
NOTARY PUBLIC FOR IDAHO  
Residing at: Jerome, Idaho  
Commission Expires: 9/20/97