



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**WOMEN'S CENTER, INC.**

was filed in the office of the Secretary of State on the **10th** day  
of **November** A. D. One Thousand Nine Hundred **Seventy-seven** and  
~~will be~~ is duly recorded on ~~Film-No.~~ **microfilm** of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and  
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Coeur d'Alene, Idaho** in the County of **Kootenai**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **10th** day of **November**  
A.D., 19 **77**.

Secretary of State.

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ARTICLES OF INCORPORATION  
SECRETARY OF  
OF STATE

WOMEN'S CENTER, INC.

A NONPROFIT CORPORATION

WE, THE UNDERSIGNED, all residents of the State of Idaho, and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit cooperative association, under and pursuant to Chapter 10, Title 30, Idaho Code, entitled "Nonprofit Cooperative Association," adopted the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be Women's Center, Inc.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes, and not for any pecuniary profit. The purpose of this corporation is to assist North Idaho women whose needs are not now being met by existing local, state and federal agencies, and to assist North Idaho women in remaining informed on local, state, and federal issues that affect their social, political, legal, and economic well being, and to coordinate and maximize use of legal resources in pursuant of these purposes.

ARTICLE IV

POWERS

The Corporation shall have all the powers granted corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended. The Corporation shall have the incidental powers to do everything necessary,

suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, apparent to, growing out of, or connected with the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Idaho upon a nonprofit cooperative association organized under the laws of the State of Idaho and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a mutual person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act or thing forbidden by law to a nonprofit cooperative association organized under the laws of the State of Idaho or a tax exempt organization under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE V

##### MEMBERSHIP

Membership of the Corporation shall be determined by the By-laws. There shall be no capital stock. Each member shall have one equal vote.

#### ARTICLE VI

##### DIRECTORS

The affairs of this Corporation shall be conducted by a Board of Directors, who shall be members of the Corporation. The Board shall consist of no less than the number required by the laws of the State of Idaho, and, under no circumstances, less than five. The numbers and qualifications of the Board of Directors shall be set forth in the By-laws. The Board of Directors shall conduct all of the business of this Corporation except that business specifically delegated to its executive committee and any other committee to which its authority may be lawfully related as it becomes necessary in the fulfillment of its corporate purposes.

#### ARTICLE VII

##### ELECTION OF DIRECTORS

Directors of the Corporation shall be elected in the manner provided by the By-laws.

#### ARTICLE VIII

##### DIRECTORS

The number of directors constituting the initial Board of Directors shall be five, and the names and addresses of the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are:

- a. SUSAN HALLIDAY, 2112 Lakeside, Coeur d'Alene, Idaho

- b. NANCY JOHNSON, Rt. 2, Box 373B, Hayden Lake, Idaho
- c. MARGARET GILMORE, 814 N. 2nd Street, Coeur d'Alene, Idaho
- d. JANE MILES, P.O. Box 595, Coeur d'Alene, Idaho
- e. JEANNETTE PRICE, Rt. 3, Hayden Pines #106, Hayden Lake, Idaho

#### ARTICLE IX

##### INCORPORATORS

The names and addresses of the five incorporators are:

- a. SUSAN HALLIDAY, 2112 Lakeside, Coeur d'Alene, Idaho
- b. NANCY JOHNSON, Rt. 2, Box 373B, Hayden Lake, Idaho
- c. MARGARET GILMORE, 814 N. 2nd Street, Coeur d'Alene, Idaho
- d. JANE MILES, P.O. Box 595, Coeur d'Alene, Idaho
- e. JEANNETTE PRICE, Rt. 3, Hayden Pines #106, Hayden Lake, Idaho

#### ARTICLE X

##### ADDRESS

The address of the initial resistered office of the Corporation is as follows:

2112 Lakeside Avenue  
Coeur d'Alene, Idaho 83814

\* (The name of the registerd agent of the Corporation at the above address is Susan Halliday.)

#### ARTICLE XI

##### DISTRIBUTION OR DISSOLUTION

In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation shall be used or distributed exclusively for purposes within the intendment of Section 501 (C) (3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

IN WITNESS WHEREOF we have hereunto set our hands,  
November

Susan R. Halliday  
SUSAN HALLIDAY

Nancy Johnson  
NANCY JOHNSON

Margaret Gilmore  
MARGARET GILMORE

Jane Miles  
JANE MILES

Jeanette Price  
JEANETTE PRICE

SUBSCRIBED and SWORN to before me this 3rd day  
of November, 1977

Joseph M. Loh  
NOTARY PUBLIC

Residing at Coeur d' Alene, Idaho