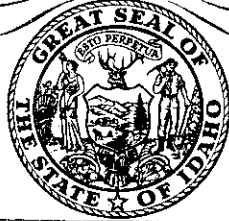


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ~~ARNOLD W. WILKINSON~~ 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

#### MOSCOW MEALS ON WHEELS, INC.

was filed in the office of the Secretary of State on the **second** day of **February** A. D. One Thousand Nine Hundred **seventy-one** and is duly recorded on Film No. \_\_\_\_\_ of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Moscow, Idaho** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **2nd** day of **February**, A.D., 19 **71**.

Secretary of State.

ARTICLES OF INCORPORATION FOR THE MOSCOW MEALS ON WHEELS

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all of legal age, and citizens of the United States of America, have voluntarily associated ourselves and do upon the date of these presents hereby voluntarily associate ourselves together for the purpose of forming a corporation of benevolent character under Title 30 Chapter 11 of the laws of the State of Idaho, and we do hereby adopt and certify the following Articles of Incorporation, to-wit:

Article I

NAME: The name of this corporation shall be the MOSCOW MEALS ON WHEELS, <sup>INC.</sup> whose members shall have equal rights and interests with no member having or acquiring a greater interest herein than any other member.

Article II

In furtherance, and not in limitation of the general powers conferred by the Laws of the State of Idaho, this corporation shall have the following objects, purposes and powers with the specific and primary purpose for which it is formed being set forth in paragraphs below:

- (a) to sponsor, promote and operate the Meals On Wheels food service for the aged and handicapped.
- (b) This corporation shall be a non-profit corporation and pecuniary profit of the same is not the object of this corporation.
- (c) In the event of dissolution of this corporation, either voluntarily or by legal action, the assets of this corporation shall be transferred to another legal corporation having similar goals and purposes. In no event shall the assets of this corporation inure to the benefit of either the officers, or incorporators of this corporation.

Article III

PLACE OF BUSINESS: The principal place of business of this organization shall be Moscow, Latah County, State of Idaho.

Article IV

TERM: The life of this corporation shall be perpetual.

Article V

This corporation is not organized for profit and shall have no capital stock, and shall be composed of members rather than shareholders in accordance with the foregoing provisions.

Article VI

The conditions and regulations of membership and the rights and privileges of members shall be determined and fixed by the by-laws.

Article VII

The private property of the members shall not be subject to the payment of the corporate debts, liability or obligations to any extent whatsoever.

Article VIII

The number of directors of this corporation shall be not less than 5 nor more than 15 as set from time to time in the by-laws of the corporation. The directors qualifications and terms of office, manner of election (except the first Board of Directors which was elected as herein set forth), time, place and manner of calling meetings and other powers and duties of the directors shall be prescribed by the by-laws.

Article IX

The officers of this corporation shall consist of a board chairman, vice-chairman, secretary, treasurer and/or program co-ordinator, officers as may be provided by the by-laws, and their qualifications, term of office, manner of election, time, place, and manner of calling meetings and other powers and duties shall be prescribed by the by-laws.

Article X

The names and post office addresses of each of the incorporators of this corporation are as follows:

Name	Address
<u>Shirley Gunther</u>	<u>903 East 6th Street</u>
<u>Norma Lewis</u>	<u>102 South Howard Street</u>
<u>Ann Flores</u>	<u>1120 South Hayes Street</u>
<u>Bernice Chrysler</u>	<u>1021 Orchard Avenue</u>
<u>Sally Hafterson</u>	<u>709 Anna Street</u>

Article XI

A duly called meeting of the members of Moscow Meals on Wheels, was held at the Latah Convalescent Center, Moscow, Idaho on Wednesday, December 16, 1970, at the hour of 9:30 a.m., at which meeting a majority of the members who were present, voted to incorporate said organization and voted for the election of directors of this corporation; notice of time and place of holding such meeting, incorporation and election was given by publication thereof for two weeks prior to said meeting in the Daily Idahonian, a newspaper of general circulation published in Latah County, Idaho, and also by posting a like notice in a conspicuous place on the building where such election was held for the same length of time immediately preceding such election, said notice being posted on said building of the Latah Convalescent Center, Moscow, Idaho, on the 2nd day of December, 1970, and remained posted to and including the 16th day of December, 1970.

That at said meeting the following persons were duly elected directors of this corporation by unanimous vote of the members present at such meeting as follows:

<u>Shirley Gunther</u>	Board Chairman
<u>Norma Lewis</u>	Vice-Chairman

Article XI (cont')

<u>Ann Flores</u>	Secretary
<u>Bernice Chrysler</u>	Treasurer
<u>Sally Hafterson</u>	Program Co-ordinator

Article XII

At the aforesaid meeting, these Articles of Incorporation were by unanimous vote, duly adopted, and said persons so designated as incorporators were duly authorized and directed to execute and file the same for record, and to duly incorporate said corporation for and on behalf of its members according to law.

EXECUTED IN TRIPLICATE ORIGINAL, THIS 10<sup>th</sup> DAY OF DECEMBER, 1970.

Shirley Luntz

Ann Flores

Norma Lewis

Bernice Chrysler

Sally Hafterson

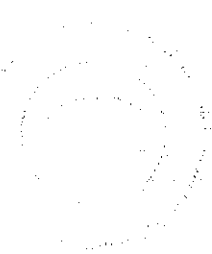
Article XII (cont'.)

STATE OF IDAHO        )  
                          ) ss.  
County of Latah     )

On this 16th day of December, 1970, before me, a Notary Public in and for said State, personally appeared Shirley Gustafson, Ann Glava, Norma Lewis, Bernice Chrysler, Sally Hesterson, known to me to be the persons whose names are subscribed to the Articles of Incorporation, and severally acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

Dwight E. Baker  
Notary Public for Idaho, Residing in Latah  
County.



STATE OF IDAHO }  
County of Latah }

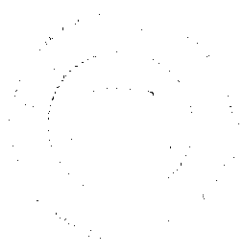
ss.

Shirley Hunter, being first duly sworn upon oath, deposes and says: That he was the chairman of the meeting and one of the officers who conducted the election referred to in the foregoing Articles of Incorporation and that Ann Flouse was the secretary of the said meeting; that notice of said meeting was given as set out in said Articles of Incorporation, and as required by law; that a majority of the members who were present at such meeting voted at the said election and that the results of said election are as set forth in the Articles of Incorporation, and that the said election was held at the Latah County Convalescent Center, Moscow, Latah County, Idaho; that he caused due notice of the meeting for the election of the directors and the adoption of said Articles of Incorporation, as above set forth, to be published for at least 2 weeks immediately prior to said meeting, as set forth in said Articles of Incorporation; that affiant is one of the incorporators named in said Articles of Incorporation and has read the same and that the matters and facts herein stated are true to the best of his knowledge, information and belief.

Shirley Hunter

Subscribed and sworn to before me this 16<sup>th</sup> day of December, 1970

Dwayne E. Baker  
Notary Public for Idaho, Residing in Latah County.



STATE OF IDAHO        )  
County of Latah        ) ss.

Ann Flores, being first duly sworn, upon oath, deposes and says: That she was the secretary of the meeting held as mentioned in the foregoing Articles of Incorporation and was one of the officers conducting said election then and there held, and that Shirley Weather, was the chairman of said meeting and election there held; that the majority of the members of said association who were present at such meeting voted at such election and the result of said election was as set forth in the Articles of Incorporation.

That she has read the foregoing Articles of Incorporation and believes that the matters and facts therein stated are true to the best of her knowledge, information and belief.

Ann Flores

Subscribed and sworn to before me this 16<sup>th</sup> day of December, 1970

Dwaine Baker  
Notary Public for Idaho, Residing in Latah  
County.

