

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE KIWANIS CLUB OF PALOUSE SUNRISERS, MOSCOW, 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 _____

THE KIWANIS CLUB OF PALOUSE SUNRISERS, MOSCOW, INC.

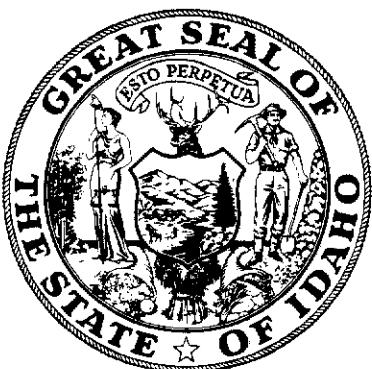
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 April 25, 1988.

Pete Cenarrusa
SECRETARY OF STATE

Corporation Clerk



REC 101
SEC. 101-115

138 APR 26 1979 9 25

ARTICLES OF INCORPORATION

OF

THE KIWANIS CLUB

of

PALOUSE SUNRISERS, MOSCOW, INC.

ARTICLE I

NAME

The name of this corporation shall be "The Kiwanis Club of Palouse Sunrisers, Moscow, Inc.

ARTICLE II

PURPOSE

The purposes of this corporation are to:

- 1. To give primacy to the human and spiritual, rather than the material values of life.**
- 2. To encourage the daily living of the Golden Rule in all human relationships.**
- 3. To promote the adoption and the application of higher social, business, and professional standards.**
- 4. To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship.**
- 5. To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.**

6. To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

7. For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Palouse Sunrisers, Moscow, and its members.

8. To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE III

POWERS

This corporation shall have the following powers:

1. To have succession by its corporate name for the time stated in these Articles of Incorporation.

2. To sue and be sued, appear, complain and defend in any court of law or equity or before any board, commission or tribunal.

3. To have and use a corporate seal which may be altered from time to time in accordance with its bylaws.

4. To appoint such officers, employees and agents as the affairs of the corporation may require.

5. To make bylaws not inconsistent with any existing law for the management of its affairs and property.

6. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose

of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than is franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

7. To wind up and dissolve itself or to be wound up and dissolved in the manner provided by law.

8. To enter into contracts or obligations of any type or kind essential, necessary or proper for the transaction of its ordinary affairs or for the purposes of the corporation.

9. In the purchase of or acquisition of property or for any object in or about its affairs, to incur debt and to raise, borrow and secure the payment of money in any lawful manner.

10. To receive and accept gifts, devises and bequests.

11. To perform all other acts consistent with its purposes and permitted by law.

The foregoing clauses by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do anything or perform any act which may be necessary to carry out its objects and purposes.

ARTICLE IV

REGISTERED OFFICE

The initial location of the registered office of this corporation shall be 1020 S. Meadow St., Moscow, Idaho 83843. The initial registered agent at said address is Jerald R. Adams.

ARTICLE V

MEMBERSHIP

Any person may become a member of this corporation in the manner and subject to the requirements specified in the bylaws.

ARTICLE VI

NONPROFIT STATUS

This corporation shall not issue any capital stock. No dividends of any kind shall ever be declared to any member of the corporation, and no member, officer or director shall ever receive any pecuniary profit from his membership therein, it being expressly understood that this shall be a strictly nonprofit corporation.

ARTICLE VII

QUORUM

The bylaws of the corporation shall provide for the definition of a quorum of both membership and the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of the officers, as specified in the bylaws, and by not less than five (5) elected directors. The Board of Directors shall have general management of the corporation. The initial Board of Directors shall consist of the following persons:

Kenneth Buxton, 109 N. Cleveland, Moscow, Idaho 83843

Robert Johnson' E. 1605 Lemhi Drive, Moscow, Idaho 83843

Daniel Loewen, 810 Kenneth St., Moscow, Idaho 83843

Richard Ledington, 621 East Third St., Moscow, Idaho 83843

Thomas H. Miller, 1820 Daves Ave., Moscow, Idaho 83843

David H. Bennett, 813 Eisenhower, Moscow, Idaho 83843

Douglas H. Lyons, 1111 East Fifth, Moscow, Idaho 83843

Kerry Reese, 512 N. Grant, Moscow, Idaho 83843

Robert W. Rutten, 420 East "D" St., Moscow, Idaho 83843

ARTICLE IX

ANNUAL MEETING-FISCAL YEAR

The fiscal year of this corporation and the date of the annual meeting of the members for the election of officers and directors and such other business as shall come before such meeting shall be fixed or from time to time changed by the bylaws of the corporation.

ARTICLE X

INCORPORATORS

The incorporators hereof are the following persons:

Kenneth Buxton, 104 N. Cleveland, Moscow, Idaho 83843

Richard Ledington, 621 East Third, Moscow, Idaho 83843

ARTICLE XI

DURATION

The duration of this corporation shall be perpetual, or until wound up and dissolved in the manner prescribed by law.

ARTICLE XII

BY LAWS

The members of this corporation shall have the power to adopt, amend or repeal by laws at any regular or special meeting by a two-thirds (2/3) vote of the members present at such meeting, provided that written notice of proposed amendment shall have been given to the members at least two (2) weeks prior to said meeting.

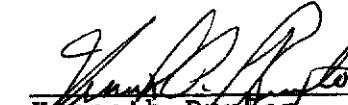
ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner prescribed by law.

STATE OF IDAHO)
) ss
COUNTY OF LATAH)

The undersigned incorporators do hereby affix our signatures to the above stated Articles of Incorporation on the 12th day of April, 1988



Kenneth Buxton



Richard Ledington