

98053

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

INTENSELY CREATIVE CLOWN CARE UNIT, 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 INTENSELY CREATIVE CLOWN CARE UNIT, 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: March 27, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Angie Hoken*

NOV 27 12 04 PM '92  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
INTENSELY CREATIVE CLOWN CARE UNIT, INC.**

**ARTICLE I - NAME**

The name of the corporation shall be INTENSELY CREATIVE CLOWN CARE UNIT, INC., and its location shall be 3460 Pepperwood, Boise, Idaho.

**ARTICLE II - DURATION**

The period of this corporation shall be perpetual.

**ARTICLE III - PURPOSES**

The business and purposes of this Corporation shall be civic, social and religious purposes, which are to provide entertainment therapy for sick, injured, disabled, handicapped or other children of all ages.

This Corporation is organized exclusively for charitable, educational and religious 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. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed according to Article X, to non-profit Corporations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV - NON-STOCK, NON-MEMBER CORPORATION**

This Corporation shall have no members, shall issue no stock, and shall neither declare nor pay dividends or profits.

**ARTICLE V - NUMBER OF DIRECTORS**

The initial number of Directors shall be no less than three (3) and no more than eleven (11), and the number shall be changed only by a majority of the then Directors at a Directors' meeting held no less than thirty (30) days prior to any election of new Directors.

**ARTICLE VI - BOARD OF DIRECTORS**

The future Board of Directors shall be appointed by the Board of Directors of Central Assembly Christian Life Center, Inc., a non-profit corporation, in the manner provided by that Board. The term of office of each Director shall be two (2) years.

The initial Board of Directors shall consist of the following individuals:

**Kenneth R. Eden**  
3460 Pepperwood  
Boise ID 83704

**Twilla M. Eden**  
3460 Pepperwood  
Boise ID 83704

**Thomas Turco**  
4071 Linda Vista  
Boise ID 83704

#### **ARTICLE VII - CORPORATE OFFICERS**

The general officers of the Corporation shall be president, vice-president, and secretary-treasurer.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except that the offices of Secretary and President may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

#### **ARTICLE VIII - ELECTION OF OFFICERS**

The Officers of the Corporation shall be elected annually by the Board of Directors, and an Officer who states in writing to the Board that he or she wishes to remain an Officer shall be replaced only by the vote of a majority of the full Board then in Office.

#### **ARTICLE IX - REGISTERED AGENT**

The registered agent and address for service of process shall be

**Kenneth R. Eden**  
3460 Pepperwood  
Boise ID 83704

#### **ARTICLE X - WINDING UP AND DISSOLUTION**

Upon a vote of the majority of the Directors of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code Sections 30-1-82 through 30-1-138. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value or turned over to the following entity to continue service to the communities or to liquidate, at the option of the successor.

Central Assembly Christian Life Center, Inc.  
12000 Fairview Ave.  
Boise ID 83704

#### ARTICLE XI

The Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed to the Corporation, except for the following instances:

1. Breaches of the Director's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which a Director derived an improper personal benefit;
4. A Director's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation.

DATED this 7th day of November, 1991.

  
\_\_\_\_\_  
Kenneth R. Eden, Incorporator