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ARTICLES OF INCORPORATION
OF
WESTERN CAMAS PRAIRIE ASSOCIATION CORP

SECRETARY OF STATE
STATE OF IDAHO

The Articles of Incorporation of WESTERN CAMAS PRAIRIE ASSOCIATION are hereby executed by said Corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3 of the Idaho Code) as follows:

ARTICLE I: NAME

The name of this corporation shall be WESTERN CAMAS PRAIRIE ASSOCIATION CORP (hereinafter referred to as the "Corporation").

ARTICLE II: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III: REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 200 Field Avenue, Craigmont, Idaho 83523, and the name of the current registered agent is Monty Moddrell. The address of the registered agent is 316 W. Main Street, Craigmont, Idaho, 83523.

ARTICLE IV: PURPOSES AND POWERS

Section 1. Purposes. The purposes for which this Corporation is formed are exclusively charitable, scientific, or educational and consists of the following:

A. To assist the Highland Joint School District 305 and the Nezperce Joint School 302 District in providing extra curricular activities and opportunities for the students at those two school districts.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Article of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

IDAHO SECRETARY OF STATE

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ARTICLE V: LIMITATIONS

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and/or educational purposes in the manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in [including the publishing or distribution of statements] any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE VI: DISSOLUTION

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that recognized as exempt under Section 501(c)(3) of the code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE VII: MEMBERS

The Corporation shall not have Members.

ARTICLE VIII: DIRECTORS:

The business and affairs of the Corporation shall be directed by its governing board of directors. The name of the governing board, the number of directors, their qualifications and terms of office, the manner in which they are selected and may be removed from office, the rules and procedures regarding their meetings, and their powers and duties shall be as from time to time

prescribed in the Bylaws of the Corporation.

ARTICLE IX: DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, or any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act and/or the Idaho Business Act is amended to authorize corporate action further eliminating or limiting the personal liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted under the then applicable laws of the State of Idaho.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify its directors, as defined in Idaho Code Section 30-3-88, and advance or reimburse expenses to the full extent required or permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act (*i.e.* Idaho Code Sections 30-1-101 through 30-1907). The governing board of the Corporation may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law. The Corporation may indemnify employees and agents to the extent as may be authorized by its governing board, its Bylaws or as may be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

ARTICLE XI: BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

ARTICLE XII: AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation may amend or repeal any of the provisions of these Articles of Incorporation by the Board of Directors at any meeting or any special meeting called for that purpose. The authority to make, alter, amend or repeal these Articles is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

ARTICLE XIII: INCORPORATORS

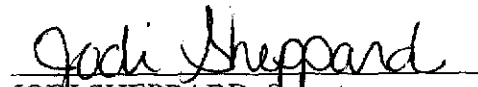
The names and addresses of the initial directors and the original incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Monty Moddrell	316 West Main Street, Craigmont, ID 83523
Jodi Sheppard	2214 Reubens Road, Reubens, ID 83548
Amy Arnzen	611 Villard Street, Craigmont ID 83523
Kelly Thomason	1100 Shortcut Road, Craigmont ID 83523

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned constituting the Incorporators of this Corporation, have executed these Articles of Incorporation this 19th day of December, 2017.


MONTY MODDRELL, Chair


KELLY THOMASON, Co-Chair


JODI SHEPPARD, Secretary


AMY ARNZEN, Treasurer