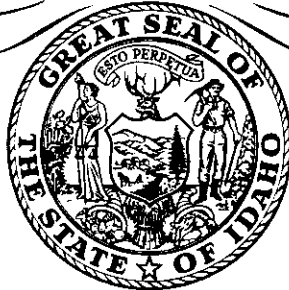


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**OPTIMIST CLUB OF MOUNTAIN HOME AIR FORCE BASE, IDAHO, INC.**

was filed in the office of the Secretary of State on the **Twenty-fifth** day  
of **April**, A. D. One Thousand Nine Hundred **Sixty-two** and  
is duly recorded on Film No. **119** 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  
**Mountain Home Air Force Base** in the County of **Elmore**  
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 **25th** day of **April**,  
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
THE OPTIMIST CLUB OF MT HOME AIR FORCE BASE, IDAHO, INC.  
A Non-Profit Organization

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, OR A CORPORATION LICENSED TO DO BUSINESS IN THE STATE OF IDAHO, HEREBY ASSOCIATE OURSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT UNDER THE PROVISIONS OF CHAPTER 10 OF TITLE 30 OF THE IDAHO CODE, AND WE DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

Section 1: The name and style of this organization shall be the Optimist Club of Mountain Home Air Force Base, Idaho, Inc.

ARTICLE II

The purposes of this Association are:

Section 1: To develop Optimism as a philosophy of life;

Section 2: To promote an active interest in good government and civic affairs; to inspire respect for the law; to promote patriotism; and to work for international accord and friendship among all people;

Section 3: To aid and encourage the development of youth.

ARTICLE III

Membership

Section 1: The membership of this club shall represent a cross-section of the business, social, economic and cultural life of the community and shall consist of men of good character and community standing residing or having community interest in Mountain Home Air Force Base or the area adjacent thereto

and who have been duly elected to membership in the manner prescribed by these Articles of Incorporation.

Section 2: Any active member of this club who shall have been an active member in good standing of one or more Optimist Clubs for ten years or more, or a Life Member of Optimist International, or an active member who shall have retired from active business, professional or agricultural life, and therefore becomes disqualified to continue active membership under regulations of this club, may be elected to Reserve Membership upon written application to the Board of Directors. Reserve Members shall pay all regular dues and fees and enjoy all rights and privileges of an active member except that they may not hold elective office in Optimist International or participate in attendance contests of Optimist International. Upon election to Reserve Membership all such Reserve Members must be immediately reported to Optimist International by the Secretary-Treasurer.

Section 3: Active members shall be admitted to the Club in the following manner:

a. Proposals for membership shall be written in the manner and form prescribed by the Board of Directors and shall bear the endorsement of at least two active members in good standing.

b. The Secretary-Treasurer shall immediately refer all such proposals to the Membership Committee for investigation and recommendation to the Board of Directors.

c. Upon receipt of such proposal the Board of Directors shall cause the membership to be notified of the identity of the proposed member. Two or more adverse votes shall constitute rejection of any proposal.

d. Thereafter, if unopposed by the membership, the Board of Directors shall, at its discretion, approve or reject any proposal for membership without explanation of its action.

e. Upon favorable action by the Board of Directors, such approval shall be communicated to the proposed members by a sponsor and/or the Secretary-Treasurer and the Secretary-Treasurer shall forthwith collect all fees and dues as prescribed by these by-laws and, upon receipt thereof, immediately forward the new member's name, address and enrollment fee to Optimist International.

Section 4: Any member in good standing of another club of Optimist International may be admitted to membership upon presentation of proper credentials and otherwise complying with such provisions as the Board of Directors may prescribe.

Section 5: Any member may resign from the club providing that all his indebtedness to the club has been paid and that such resignation shall be in writing to the Secretary-Treasurer. Such resignations shall become effective on the date of acceptance thereof by the Board of Directors.

Section 6: Any member being two (2) or more months in arrears in the payment of dues or other indebtedness to the club may be suspended from membership upon payment of arrears and application for re-instatement within thirty (30) days after said notice, may, at the discretion of the Board of Directors, be re-instated. If such member has not applied for re-instatement within the stated period, he shall be deemed to have forfeited his membership and shall be so notified by the Secretary-Treasurer.

Section 7: Any member charged with conduct unbecoming an Optimist or with any act prejudicial to the best interests of the club or Optimist International, and against whom such charges are sustained after opportunity to appear before the Board of Directors in his own defense, may, at the discretion of the Board of Directors, be expelled from membership. Upon such action by the Board of Directors, the Secretary-Treasurer shall notify the member in writing of said action without further explanation of reasons therefor.

Section 8: Membership in the club shall automatically terminate on the removal of a member from Mountain Home Air Force Base or areas adjacent thereto. The Secretary-Treasurer shall, upon request of the member, supply such member with a certificate of membership and transfer.

Section 9: In case of the resignation or expulsion of any member, the Secretary-Treasurer shall forthwith notify Optimist International and all members of the club of such action.

Section 10: Any member whose membership in the club has been terminated for any reason whatsoever shall forfeit all interest in any funds or property of the club and all rights to use of the Optimist name, emblem or other insignia.

#### ARTICLE IV - OFFICERS

Section 1: The officers of this club shall be a President and two (2) Vice-Presidents (1st and 2nd), who shall be elected annually, and a Secretary-Treasurer and Sergeant-at-Arms who shall be appointed annually by the President subject to the approval of the Board of Directors.

All officers shall hold office for one year or until their successors are duly elected or appointed as provided in these Articles of Incorporation. In the event of any office becoming vacant for any reason whatsoever, the vacancy shall be filled forthwith by the Board of Directors.

Section 2: The President shall serve as the executive officer of the club, preside at all meetings of the membership and Board of Directors, be an ex-officio member of all committees, exercise general supervision over affairs of the club and perform such other duties as are ordinarily incumbent upon a President. He shall represent the club in all relations with Optimist International and the District and perform a like function in their behalf in relation to the club. The President shall attend all duly called meetings of the District, or, in the case of absence for good and sufficient reason, provide for his representation by an accredited representative.

Section 3: The Vice-President shall perform such duties as are ordinarily incumbent upon Vice-Presidents and such other duties as may be assigned to them by the President or Board of Directors.

Section 4: The Sergeant-at-Arms shall assist the President in preparation for and preserving order at all meetings of the club and carry out such other related duties as the President may, from time to time, prescribe.

Section 5: The Secretary-Treasurer shall keep and maintain all records of membership, attendance, minutes of all membership and Director's meetings, fees, dues, and

monies collected and disbursed, in the form and manner prescribed by the President and Board of Directors. He shall also make and file all reports required by the Optimist International and the District, submit financial statements in form, manner and frequency prescribed by the Board of Directors, prepare an annual statement for the annual meeting of the club, and generally perform such duties as are ordinarily incumbent upon a Secretary-Treasurer. At the discretion of and in the amount prescribed by the Board of Directors, the Secretary-Treasurer shall be bonded.

#### ARTICLE V - DIRECTORS

Section 1: There shall be a Board of Directors which shall consist of the President, the immediate Past-President, the Vice-Presidents, the Secretary-Treasurer, and **four (4)** elected directors. Elected directors shall serve for a period of two years or until their successors are duly qualified and elected. In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors and such appointee shall serve for the duration of the term of the individual being replaced.

Section 2: The Board of Directors shall have control and management of the club's activities, determine all policies, elect or discipline members, and generally supervise the affairs of the club.

Section 3: The Board of Directors shall meet at least once each month on a regular day to be fixed by it at the beginning of each administrative year, or at the call of the

President or any three members thereof. Robert's Rules of Order shall govern procedure at all meetings except as otherwise provided in these Articles of Incorporation.

#### ARTICLE VI - ELECTION PROCEDURE

Section 1: At least four (4) weeks prior to the dates of the district convention the President shall, with the approval of the Board or Directors, announce the appointment of a Nominating Committee of not less than ~~three~~ (3) members. The Nominating Committee shall select at least one (1) nominee for each expiring office and directorship. Such nominations, in writing, shall be in the hands of the Secretary-Treasurer not later than fifteen (15) days thereafter.

Section 2: Upon receipt of the report of the Nominating Committee, the Secretary-Treasurer shall, within seven (7) days, mail to each member a notice setting forth the nominations of the Nominating Committee in alphabetical order and stating the date of the meeting at which the election shall be conducted.

Section 3: At the meeting at which the election is to be conducted, the President shall read the notice as issued by the Secretary-Treasurer and then proceed to conduct the annual election. Separate balloting shall be conducted for each office except where there is only one (1) nominee for office, in which case the President shall request a unanimous ballot for such nominee. A majority of the votes cast shall be required to elect. In the case of directors, if the number of nominees exceeds the number of vacancies, the required number receiving the highest number of votes will be declared elected.



Section 4: No President of this club who has served a full term as President shall be eligible to succeed himself.

Section 5: Nothing in this article will be construed as precluding nominations from the floor.

Section 6: Only members in good standing shall be eligible to hold office or vote.

Section 7: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 8: All officers and directors shall assume the responsibilities of all actions and appointments of club officers to Optimist International and the District.

#### ARTICLE VII - MEETINGS

Section 1: Regular meetings of the club shall be held at such time and place as may be determined by the Board of Directors. Robert's Rules of Order shall govern procedure at all meetings except as otherwise provided in these Articles of Corporation.

Section 2: Special meetings may be called by the President, or by the Secretary-Treasurer upon receiving a written request signed by at least five (5) members in good standing, provided that every member shall have received, at least three (3) days prior thereto and in writing, notice of such special meeting stating the nature of business to be transacted at said meeting. No other business may be transacted at such meeting.

Section 3: One-third (1/3) of the members in good standing shall constitute a quorum at any regular, special or annual meeting of the club.

## ARTICLE VIII - REVENUE

Section 1: Each new member of the club shall pay a membership fee of \$20.00, payment of said fee to be a prerequisite to admission to membership, payable on demand of the Secretary-Treasurer as provided in Article III of these Articles of Incorporation.

Section 2: Annual dues shall be \$20.00 per member, payable quarterly in advance on the first day of July, October, January and April.

Section 3: A member shall be regarded as in good standing if he is not more than thirty (30) days in arrears in payment of any indebtedness, dues or otherwise, to the club.

Section 4: From such fees and dues, as herein described, the club shall pay such regularly established fees as may be required by Optimist International and the District.

Section 5: Revenue from sources other than those named in this Article may be raised or accumulated as provided by the Board of Directors subject to the will of the membership.

Section 6. The fiscal year of the club shall be from July 1 of each year until June 30 immediately following.

## ARTICLE IX - COMMITTEES

Section 1: The Board of Directors, subject to the will of the membership, shall determine the number and purpose of all special and standing committees necessary to the achievement of the objects and purposes of this club.

Section 2: The President shall, immediately following his election, appoint the chairman and members of all committees and shall announce such appointment not later than July 1 following his installation as President.

## ARTICLE X - MISCELLANEOUS

Section 1: The club shall provide for its proper representation at all meetings and conventions of Optimist International and the District in which the club has the privilege of participation in accordance with the by-laws thereof, and shall provide for such representation when establishing the annual budget.

Section 2: Any person who is proposed for and duly elected to membership in this club shall be deemed to have accepted these Articles of Incorporation and the constitution and by-laws of Optimist International, and shall be bound by them in all respects as if he had been a member at the time of their deoption.

Section 3: The Board of Directors shall provide for the prompt payment of all dues and other obligations to Optimist International and the District, and shall require the prompt completion and submission of all reports required by Optimist International and the District.

Section 4: The club hereby makes it a condition of membership that each active member shall become a bona fide, paid subscriber to the Optimist Magazine, official publication of Optimist International, and shall continue as such as long as he remains a member. Subscription fees shall be collected by the club simultaneously with regular dues and forwarded to Optimist International in the manner provided by the latter.

## ARTICLE XI - AMENDMENTS

Section 1: Any amendment to these Articles of Incorporation, if in conformity with the Constitution and By-Laws of Optimist

International and the District, may be adopted by a two-thirds vote of the members present at any meeting, provided written notice of the proposed amendment and the date of such meeting shall have been given the members at least two weeks prior thereto.

#### ARTICLE XII - CORPORATE EXISTENCE AND OFFICE

Section 1: The term of existence of this corporation shall be perpetual and the registered office of this corporation in the State of Idaho shall be at the Mountain Home Air Force Base, County of Elmore, State of Idaho, and the post office address of such registered office shall be Central Mail Room Box 2488, Mountain Home Air Force Base, Idaho.

#### ARTICLE XIII - RIGHTS OF MEMBERSHIP

Since pecuniary profit is not the object of this corporation, this corporation shall not issue any capital stock but shall issue a membership certificate to each member thereof and the rights and interests of all members shall be equal.

#### ARTICLE IV

The names and addresses of the persons, corporations, associations, and co-partnerships forming this corporation are:

<u>Donald R. Black</u>	of <u>Mt. Home AFB, Idaho</u>
<u>Michael W. Rutter</u>	of <u>Mt. Home AFB, Idaho</u>
<u>Otto W. Witt, Jr.</u>	of <u>Mt. Home AFB, Idaho</u>
<u>Milton Raelofs</u>	of <u>Mt. Home AFB, Idaho</u>
<u>Raymond F. Gehring</u>	of <u>Mt. Home AFB, Idaho</u>

IN WITNESS WHERE, WE, THE UNDERSIGNED, BEING ALL THE  
INCORPORATORS ABOVENAMED, HAVE HEREUNTO SET OUR RESPECTIVE  
HANDS AND SEALS THIS 18<sup>th</sup> day of <sup>April</sup>~~MARCH~~ 1962.

Donald P. Black  
Walter W. Rutter  
Otto W. Witt, Jr.  
Milton R. Rupp  
Raymond F. Schmitz

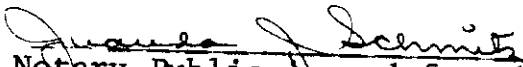
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*Juanes J. Schmitz*  
*Notary Public for Idaho*  
*my comm exp 12 Oct 64*

STATE OF IDAHO :  
:  
COUNTY OF ELMORE:

On this 18th day of April, 1962, before me, the undersigned Notary Public in and for the state aforesaid, personally appeared DONALD R. BLACK, MELVIN W. PAUTER, OTTO W. WITT, JR., MILTON ROELOFS, and RAYMOND J. GEHRSTZ, known to me to be the individuals who signed the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

  
Notary Public in and for the State  
of Idaho, residing at Mountain Home AFB.

My comm exp: 12 Oct 1964