



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

WOOD RIVER PALS, INC.,

was filed in the office of the Secretary of State on the 20th day of October A.D., One Thousand Nine Hundred Seventy Five and will be duly recorded on ~~Film~~ microfilm 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, 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 Hailey, Idaho in the County of Blaine .

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 20th day of October , A.D., 1975 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
WOOD RIVER PALS

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit cooperative association under the laws of the State of Idaho and we hereby certify that:

ARTICLE I.

The name of this nonprofit cooperative association is WOOD RIVER PALS, INC.

ARTICLE II.

The specific and primary purpose for which this nonprofit cooperative association is formed is to organize, under both professional and lay direction, a body of mature and responsible men and women to interest themselves individually in the welfare and improvement of young people whose physical, mental and moral development has been retarded, hindered or endangered because of inadequate parental supervision, bad environment or other conditions, and to aid these young people in developing a sense of usefulness to the community and to themselves.

ARTICLE III.

This nonprofit cooperative association is organized pursuant to the authority of Title 30, Chapter 10, Idaho Code.

ARTICLE IV.

The nonprofit cooperative association shall operate in Blaine County, Idaho; its Post Office address shall be P. O. Box 906, Hailey, Idaho 83333.

ARTICLE V.

The primary purpose of this nonprofit cooperative association, as announced in Article II of these Articles of Incorporation, the general purposes for which this nonprofit cooperative association is formed and its powers are:

A. To take a direct, personal and friendly interest in underprivileged children and their families, and to employ methods that will tend to promote their physical, mental and moral welfare and thus aid to make them better citizens of their community and their nation.

B. To obtain, receive, hold, administer and expend property and funds in accordance with the policies and principals of the nonprofit cooperative association. Such funds shall be obtained and secured in accordance with sound principals and policies pertaining to the raising of funds for charitable purposes, and shall be deposited to the credit of this nonprofit cooperative association.

C. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

D. To have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations and nonprofit cooperative associations formed under the laws of this State, and pursuant to and under which this nonprofit cooperative association is formed, as such laws are now in effect or may at any time hereafter be amended.

E. This nonprofit cooperative association is organized for and will be operated for charitable purposes, is not organized for profit and will not be operated for profit, is not

organized nor will it be conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any article of commerce or of produce of the soil, or of consumption by the people, and no part of its net earnings will inure to the benefit of any member, shareholder or individual.

F. No property of this nonprofit cooperative association will be used or operated by the nonprofit cooperative association or any other person so as to benefit any officer, trustee, director, shareholder, member, employee, contributor, or bond holder, of this nonprofit cooperative association, or of the operator, or any other person, through the distribution of profits, payment of excess charges or compensation or the more advantageous pursuit of their business or professions.

G. No business of this nonprofit cooperative association will be used by the nonprofit cooperative association or its members for fraternal or lodge purposes, or for social purposes, except where such use is clearly incidental to a primary charitable purpose.

H. All the property of this nonprofit cooperative association is irrevocably dedicated to charitable purposes and upon the liquidation, dissolution or abandonment of this nonprofit cooperative association, none of the property of this nonprofit cooperative association will or shall inure to the benefit of any private person except a fund, foundation, or corporation or nonprofit cooperative association organized and operated for religious, hospital, or charitable purposes.

ARTICLE VI.

The names and addresses of the persons who are the initial incorporators of this nonprofit cooperative association are:

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Mack Reynolds	Box 715 - Hailey, Idaho
Tom Loutzenheiser	Box 802 - Hailey, Idaho
Jerry Seiffert	Box 759 - Sun Valley, Idaho
Curtis Page	Box 473 - Ketchum, Idaho
Sam Giles	Box 906 - Hailey, Idaho

ARTICLE VII.

The nonprofit cooperative association shall issue a membership certificate to each member thereof. Membership shall be limited to men and women residing in the Wood River Valley and the surrounding areas. The rights and interests of all members shall be equal and no member shall have or acquire a greater interest in this association than any other member. At all meetings of members of this nonprofit cooperative association, every member of record shall be entitled to one (1) vote for their membership.

ARTICLE VIII.

The number of directors of this nonprofit cooperative association shall be five (5). The members of the nonprofit cooperative association shall, in accordance with its rules and regulations as set forth in the Bylaws, elect directors. Authority is hereby granted to the members of this nonprofit cooperative association, to change from time to time the authorized number of this nonprofit cooperative association by a duly adopted Bylaw, or by a duly adopted Amendment of the Bylaws, of this nonprofit cooperative association, provided that in no case shall such number be less than five (5).

ARTICLE IX.

This nonprofit cooperative association shall have perpetual existence.

ARTICLE X.

The manner of holding membership meetings, the authority and duties of each of the officers of the nonprofit cooperative association, and all other matters for management and control of the nonprofit cooperative association shall be determined by the Bylaws of this nonprofit cooperative association and the laws of the State of Idaho.

ARTICLE XI.

The private property of the members, directors and officers of this nonprofit cooperative association shall not be subject to the payment of association debts to any extent whatsoever.

IN WITNESS WHEREOF, for the purpose of conforming this nonprofit cooperative association to the laws of the State of Idaho, the undersigned, constituting the Incorporators of this nonprofit cooperative association, have executed these Articles of Incorporation this 28th day of July, 1975.


Mack Reynolds


Tom Loutzenheiser


Jerry Seiffert


Curtis Page


Sam Giles

ACKNOWLEDGMENT

STATE OF IDAHO)
)
County of Blaine) ss.

On this 28th day of July, 1975, before me, Bruce Collier, a Notary Public in and for said State, personally appeared Mack Reynolds, Tom Loutzenheiser, Jerry Seiffert, Curtis Page, and Sam Giles, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Bruce Collier
NOTARY PUBLIC for Idaho
Residing at Ketchum, Idaho
Commission expires _____