



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

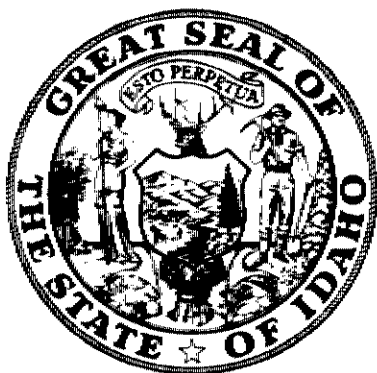
SOCIETY OF ST. VINCENT DE PAUL, ST. RITA'S CONFERENCE, KELLOGG, IDAHO, INC.

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 _____

SOCIETY OF ST. VINCENT DE PAUL, ST. RITA'S CONFERENCE, KELLOGG, IDAHO, 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 November 14, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Walter J. Brown
Corporation Clerk

ARTICLES OF INCORPORATION
SOCIETY OF ST. VINCENT DE PAUL,

RECEIVED
SECRETARY

ST. RITA'S CONFERENCE, KELLOGG, IDAHO, INC. NOV 14 PM 2 07

The undersigned incorporators, desiring to form a non-profit corporation pursuant to the Idaho Non-Profit Corporation Act, Idaho Code Title 30 Chapter 3 and amendments thereto, do hereby associate ourselves as a non-profit corporation and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be the "SOCIETY OF ST. VINCENT DE PAUL, ST. RITA'S CONFERENCE, KELLOGG, IDAHO, INC." the principal place of business of said corporation shall be located at St. Rita's Rectory, 27 Kellogg Avenue, P. O. Box 906, Kellogg, Idaho 83837, but shall not be restricted to said location. The corporate president shall be the registered agent. The initial corporate president shall be Robert L. Davis.

ARTICLE II.

Purposes

Section 1. This corporation is formed for benevolent purposes, especially to establish and operate a St. Vincent De Paul store and aid the deserving poor by spiritual and material assistance in the area of the St. Rita's Parish Conference, Kellogg, Idaho, together with all of Shoshone County and portions of Kootenai County, Idaho. To raise funds for the purpose of supporting said Society of St.

Vincent De Paul, St. Rita's Parish Conference, Kellogg, Idaho.

Section 2. To give personal, friendly, Christian help to individuals and families and to encourage them to help themselves and to provide the means to do so.

Section 3. To solicit, receive and hold money and property, both real and personal, whether the same be acquired by gift, devise, bequest or otherwise; to sell and convert property into cash, to disburse and distribute said funds for the non-profit use, operation and maintenance of said Society of St. Vincent De Paul.

Section 4. To accept trusts, by gift, devise or bequest or otherwise, for the benefit of this corporation, and to disburse or distribute the capital or the net revenue of said gift, bequest or devise in such manner as the Society of St. Vincent De Paul, St. Rita's Parish Conference deem best to fulfill these purposes.

Section 5. To invest funds received and to use the income from such investments to promote the purposes of this corporation; to purchase, lease, hold mortgage, hypothecate, sell, convey and otherwise dispose of and deal in and with all kinds of real estate and personal property; to erect buildings of any and all descriptions and generally to do and perform any and every other act necessary and convenient to carry into effect the purpose and objects aforesaid.

Section 6. To do all those charitable and educational works of the Society of St. Vincent De Paul, and the inter-

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national charitable society of which the Kellogg St. Vincent De Paul Society is a part.

ARTICLE III.

This corporation is a non-profit corporation organized solely for religious, charitable and eleemosynary purposes. There shall be no capital stock in this corporation nor shall any of its funds be used except for the purposes hereinbefore defined in Article II. No dividends or pecuniary profits shall be declared or paid to the members hereof. The corporation shall be authorized to pay reasonable compensation for services rendered to or for the corporation in carrying out one or more of its purposes.

ARTICLE IV.

All persons who are members of the Society of St. Vincent De Paul, St. Rita's Conference, shall be members of this corporation. The qualification of members and the rights and privileges of the classes of membership for this corporation shall be determined by the by-laws. Until the classes of membership is so determined, the incorporators of the corporation and directors hereinafter named shall constitute the membership and the board of directors. All are residents of the State of Idaho and citizens of the United States.

ARTICLE V.

The time of existence of this corporation shall be in perpetuity.

ARTICLE VI.

(a) The entire management and administration of the affairs of the corporation shall be by a board of directors consisting of not less than three (3) nor more than thirty-five (35) members to be elected annually at the annual meeting. The number of directors shall be fixed by the by-laws of this corporation.

(b) The annual meeting of the members and board of directors shall be on the second Wednesday of July of each year and directors shall be elected by the members of this corporation as provided in the by-laws.

(c) The affairs of said corporation shall be managed by the president, vice president, secretary and treasurer, and the officers shall be elected at each annual meeting, and shall hold office during their good behavior, or until their successors are elected and qualified. In case of a vacancy occurring in any of the aforementioned offices, the same shall be filled in the manner provided by the by-laws.

The president and secretary of this corporation shall have full power and authority after receiving approval in each instance from the board of directors to enter into contracts on behalf of said corporation and to execute all documents of whatsoever nature that in their judgment may be advisable or advantageous to the corporation and attest such documents by affixing thereto the seal of the corporation, and any documents so executed shall for all intents and purposes be the act and deed of said corporation.

4. ARTICLES OF INCORPORATION

(d) The incorporators of the Society of St. Vincent De Paul, St. Rita's Conference, Kellogg, Idaho, Inc., were present at a meeting and voted at the election for the following first directors and officers, to-wit:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Davis President	137 W. Mission Ave., Kellogg, Idaho
Josephine Davis	137 W. Mission Ave., Kellogg, Idaho
Robert Trecker Vice President	S. 11550 Poplar Dr., Cataldo, Idaho
Gladys Trecker Secretary-Treasurer	S. 11550 Poplar Dr., Cataldo, Idaho
Rev. George King	27 Kellogg Ave., Kellogg, Idaho
Stephen B. Hendricks	P. O. Box 1162, Pinehurst, Idaho
Joanne P. Courtney	207 Riverside Ave. East, Kellogg, Idaho

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned, constituting the incorporators and directors of this corporation, have executed these Articles of Incorporation this 3rd day of November 1988.

Robert L. Davis
Josephine Davis
Robert Trecker
Gladys Trecker
Rev. George King
Stephen B. Hendricks
Joanne P. Courtney

STATE OF IDAHO) ss.
County of Shoshone)

On this 3rd day of November, 1988, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Robert L. Davis, Josephine Davis, Robert Trecker, Gladys Trecker, Rev. George King, Stephen B. Hendricks and Joanne P. Courtney, known to me to be the persons whose names are subscribed to the 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:

ARTICLE VII.

STATE OF IDAHO)
) ss.
County of Shoshone)

Robert L. Davis and Gladys Trecker, being first duly sworn depose and say as follows:

That they were the presiding officer and secretary,, respectively, of a meeting of the membership of Society of St. Vincent De Paul, St. Rita's Parish Conference, Kellogg, Idaho, Inc., held on the 3rd day of November, 1988.

That at said meeting a majority of the members of the Society of St. Vincent De Paul, St. Rita's Parish Conference, Kellogg, Idaho, Inc., were present, voted to adopt these

6. ARTICLES OF INCORPORATION

Articles of Incorporation and to elect to the Board of Directors those persons whose names and addresses appear in Article VI hereof.

Robert L. Deneb
Gladys Trecker

Subscribed and sworn to before me this 3rd day of November, 1988.

John R. Rasmussen
Notary Public in and for the
State of Idaho, Residing at:
Willard

ARTICLE VIII.

In the event of dissolution of this Corporation, either voluntarily or involuntarily, any assets belonging to the Corporation will be distributed by the Board of Directors and/or any authority having a jurisdiction of this Corporation upon such dissolution, to either a successor non-profit corporation exempt and qualified as a non-taxable educational, benevolent or charitable organization, or in event there is no successor organization, then to the Roman Catholic Diocese of Boise, Idaho, or its legitimate successor. It is the intention of the St. Vincent De Paul Society, St. Rita's Conference, that any such assets be used by the Roman Catholic Diocese of Boise for the purposes of the St. Vincent De Paul Society or similar purposes in the northern part of Idaho.

7. ARTICLES OF INCORPORATION

thereof and believe the facts therein stated to be true.

Robert L. Davis
Shelby Tucker

Subscribed and sworn to before me this 3rd day of
November, 1988.

Gordon J. Rose
Notary Public in and for the
State of Idaho, Residing at:
Wallace