



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ROTARY CLUB OF IDAHO FALLS, INCORPORATED

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 ROTARY CLUB OF IDAHO FALLS, INCORPORATED

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 April 28, 19 96.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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SEC. OF STATE

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ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF IDAHO FALLS, INCORPORATED

We, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a non-profit corporation for the purposes hereinafter stated and pursuant to the provisions of Section 30-301 through 30-332 of the Idaho Code, and all acts amendatory thereto and supplemental thereof, do hereby certify as follows:

FIRST: The name of the corporation shall be ROTARY CLUB OF IDAHO FALLS, INCORPORATED.

SECOND: The place and the state where the principal office of the corporation is to be located are the City of Idaho Falls, Bonneville County, Idaho.

THIRD: The corporation's purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International. Said corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

FOURTH: The names and addresses of the persons who are the initial members of the Board of Directors of the corporation are as follows:

Harold W. Davis
1451 S. Woodruff
Idaho Falls, Idaho 83401

John L. Gaskill
461 E. 13th Street
Idaho Falls, Idaho 83401

Forde L. Johnson, Jr.
1462 Three Fountains Dr.
Idaho Falls, Idaho 83401

Lester H. Kiel
250 W. Sunnyside
Idaho Falls, Idaho 83401

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Gary Lattimore
1124 Westergard
Idaho Falls, Idaho 83401

Stephen E. Martin
1885 Monticello
Idaho Falls, Idaho 83401

Richard F. Poitevin
180 Tautphaus Dr.
Idaho Falls, Idaho 83401

Raymond J. Pullen
345 Ronglyn
Idaho Falls, Idaho 83401

B. Philip Warner
2374 Belmont Ave.
Idaho Falls, Idaho 83401

FIFTH: This corporation is a non-profit corporation.

SIXTH: The period of duration of the corporation is perpetual.

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit or be distributable to its officers, trustees, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activites not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

EIGHTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

NINTH: The corporation is to have members.

TENTH: The management of the corporation's affairs is to be vested solely in its Board of Directors.

ELEVENTH: The street address of the corporation's initial registered office and the name of its initial registered agent at such street address are:

Richard F. Poitevin
180 Tautphaus Dr.
Idaho Falls, Idaho 83401

TWELFTH: The name and street address of each incorporator are:

Harold W. Davis
1451 S. Woodruff
Idaho Falls, Idaho 83401

John L. Gaskill
461 E. 13th Street
Idaho Falls, Idaho 83401

Forde L. Johnson, Jr.
1462 Three Fountains Dr.
Idaho Falls, Idaho 83401

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Raymond J. Pullen
345 Ronglyn
Idaho Falls, Idaho 83401

B. Philip Warner
2374 Belmont Ave.
Idaho Falls, Idaho 83401

~~GARY LATTIMORE~~
~~1124 WESTERGARD~~
~~IDAHO FALLS, IDAHO 83401~~

Gary Lattimore
1124 Westergard
Idaho Falls, Idaho 83401

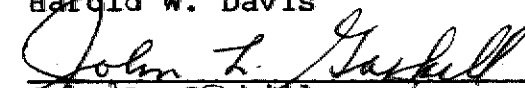
THIRTEENTH: Except for the initial Board of Directors, each director will be elected only by the majority vote of the members of the corporation.

FOURTEENTH: In so far as the provisions of the law of the State of Idaho under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

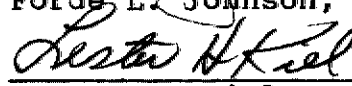
FIFTEENTH: This corporation shall have the authority to adopt such by-laws as may be consistent with the purposes enumerated herein and consistent with the law of the State of Idaho under which this corporation is incorporated.

IN WITNESS WHEREOF, the undersigned have hereunto set
their hands this 5th day of March, 1986.


Harold W. Davis


John L. Gaskill

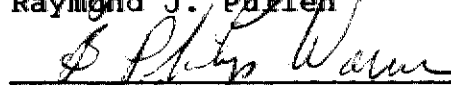

Forde L. Johnson, Jr.


Lester H. Kiel


Stephen E. Martin


Richard F. Poitevin


Raymond J. Pollen


B. Philip Warner

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Gary Lattimore

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