



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

PAYETTE COUNTY HISTORICAL SOCIETY, INC.

was filed in the office of the Secretary of State on the **Eleventh** day of **June** A. D. One Thousand Nine Hundred **Seventy-three** and is duly recorded on ~~Film-No.~~ **Film** 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 **Payette, Idaho** in the County of **Payette** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative 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 **11th** day of **June** A.D., 19 **73**.

Secretary of State.

by

ARTICLES OF INCORPORATION
OF
PAYETTE COUNTY HISTORICAL SOCIETY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE I

The name of this corporation shall be the "PAYETTE COUNTY HISTORICAL SOCIETY, INC."

ARTICLE II

The purpose of this corporation shall be to bring together persons interested in the history of Payette County; to promote further interest in the heritage of this area; to gather information, objects, and materials relative to its history and development; to carry on educational programs concerning the region; to preserve its historic buildings; together with any activities or purposes related thereto; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporation of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, and not prohibited for non-profit corporations qualifying under section 501C, United States Internal Revenue Code, but not for pecuniary profit.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

1 Qualifications of members shall be provided in By-laws of the
2 corporation. A membership certificate shall be issued to each
3 member. The rights and interests of all members shall be equal,
4 and no member shall have or acquire greater interest therein than
5 any other member, and no member shall hold more than one certificate
6 of membership in this corporation. This corporation shall never
7 issue any capital stock. No member of the corporation shall ever
8 receive any part of the net earnings of said corporation, but he
9 shall not be debarred from receiving payment for services actually
10 rendered or material furnished, and each member agrees that all
11 funds of this corporation shall be used solely and exclusively
12 to carry out and to attain the objectives of this corporation.

13 ARTICLE V

14 The number of directors of this corporation shall be not less
15 than five nor more than thirty, each of whom shall be member of this
16 corporation, and the number, qualifications, and terms of office,
17 manner of election, time and place of calling meetings, and powers
18 and duties of the directors shall be prescribed in the By-laws of
19 the corporation. The board of directors shall have power to con-
20 duct all of the affairs of the corporation.

21 ARTICLE VI

22 The officers of this corporation shall be a president, vice-
23 president, secretary, and treasurer, and such other officers as
24 the board of directors shall deem necessary. Each of the officers
25 shall have such powers as are conferred by the By-laws of the corpora-
26 tion. Officers shall be chosen by and shall hold office during the
27 pleasure of the board of directors.

28 ARTICLE VII

29 An annual meeting of the membership of the corporation shall
30 be held upon a date provided for in the By-laws of the corporation.

31 ARTICLE VIII

32 In the event of dissolution of this corporation, the disposal

1 of assets or property shall be determined at the time of such disso-
2 lution by the directors, provided that such assets or property may
3 be transferred only to a non-profit corporation or any agency of
4 government duly qualified under the regulations of Section 501C,
5 United States Internal Revenue Code, and having objects or purposes
6 similar to those to which this corporation is devoted; provided
7 further that in no event shall any of the assets or property, in
8 the event of dissolution thereof, go or be distributed to members,
9 either for the reimbursement of any sum subscribed, donated, or
10 contributed by such members, or for any other such purpose, it
11 being the intent that in the dissolution of this corporation, or
12 upon its ceasing to carry out the objects and purposes herein set
13 forth, the property and assets then owned by the corporation shall
14 be devoted to the carrying on of the function and the purposes
15 of this corporation.

16 ARTICLE IX

17 These articles may be amended after 10 days written notice to
18 all members, by a majority of the members voting at a regular meet-
19 ing or at a special meeting called to consider amendments.

20 ARTICLE X

21 The registered office of this corporation is at 700 Center
22 Avenue, Payette, Idaho, 83661

23 The names and addresses of the incorporators are:

24 <u>Arthur E. Browning</u>	<u>1015 N. 4th St., Payette, Idaho,</u>
25 <u>Robert J. Hanigan</u>	<u>901 N. 6th St., Payette, Idaho,</u>
26	
27 <u>Howard K. Hanson</u>	<u>Route # 1, Fruitland, Idaho,</u>
28	
29 <u>Helen M. Wagner</u>	<u>Box 346, New Plymouth, Idaho,</u>
30	
31 <u>Christine McPike</u>	<u>1450 7th Ave. N., Payette, Idaho,</u>
32 <u>Mary McPike</u>	<u>1019 Center Ave., Payette, Idaho,</u> <u>P. O. Box 476</u>

1 IN WITNESS WHEREOF, the parties hereto have hereunto set their
2 hands and caused this instrument to be executed in triplicate this
3 9th day of March, 1973.

4 Arthur E. Browning

5 Robert J. Hanigan

6 Howard K. Hanson

7 Helen M. Wagner

8 Christine McPike

9 Mary G. McPike

10 STATE OF IDAHO)

11 County of Payette)

12 ss.

13 On this 9th day of March, 1973, before me, the
14 undersigned, a Notary Public in and for the State of Idaho, personal-
15 ly appeared Arthur E. Browning, Robert J. Hanigan,
16 Howard K. Hanson, Helen M. Wagner, Christine McPike,
17 and Mary G. McPike, personally known by me to be the
18 persons whose names are subscribed to the foregoing Articles of
19 Incorporation, and severally acknowledged to me that they executed
20 the same.

21 Dwaine L. Keel

22 Notary Public for Idaho,
23 Residing at Payette, Idaho.