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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROTARY CLUB OF ST. MARIES, INC.

Pursuant to the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, of the Idaho Code (the "Act"), the Rotary Club of St. Maries, Inc. ("the Corporation"), hereby amends its Articles of Incorporation and Restates them as its Amended and Restated Articles of Incorporation.

ARTICLE NO. 1: Name. The name of the Corporation is the Rotary Club of St. Maries, Inc.

ARTICLE NO. 2: Purposes. The purposes for which the Corporation is organized and will be operated are as follows:

- a) The Corporation is organized exclusively for charitable, religious, 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 the corresponding section of any future federal tax code.
- b) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on.
- c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 for the in Article Two hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions of which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE NO. 3: Registered Office and Agent. The street address of the registered office of the Corporation is 820 Elm Street, St. Maries, Idaho 83861. The registered agent is Sandy S. Kennelly.

ARTICLE NO. 4: Board of Directors. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of six (6) Directors, who shall be appointed by the members of the Corporation, in the manner and for the terms provided for in the Bylaws of the Corporation.

ARTICLE NO. 5: Original Incorporators of the Corporation. The names and addresses of the original incorporators of the Corporation are as follows:

- 1) David Wayne Foxworth, 352 Ahrs Loop, St. Maries, Idaho 83861
- 2) Dawn Marie Weber, 60553 Hwy 3 South, Fernwood, Idaho 83830
- 3) Cliff Mooney, 1444 Agte Road, Plummer, Idaho 83851

ARTICLE NO. 6: Mailing Address of Corporation. The mailing address of the Corporation is P.O. Box 262, St. Maries, Idaho 83861


ARTICLE NO. 7: Members. The Corporation shall have members, who shall be selected by the existing members of the Corporation, in the manner as provided for in the By-laws of the Corporation.

ARTICLE NO. 8: Distribution Upon Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) if the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for the public purpose. Any such assets not so disposed of shall be distributed by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NO. 9: By-laws. Provisions for the regulation of the internal affairs of the Corporation shall be set forth in its Bylaws. The Bylaws may be amended at any regular meeting of the members where a quorum is present or, in the case where the Board of Directors has prescribed voting by electronic means, by a two-thirds (2/3) vote of all members, provided that notice of such proposed amendment or amendments have been mailed or transmitted electronically to each member at least ten (10) days before such meeting.

CERTIFICATION. It is hereby certified pursuant to the Act that these Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Rotary Club of St. Maries, Inc., which require member approval. The number of members of the Corporation of the time of the adoption of these Amended and Restated Articles of Incorporation was thirty-one (31), and the number of members entitled to vote thereon was thirty-one (31). The votes cast in favor of said Amendments was twenty-four (24), representing more than two-thirds (2/3) of the members entitled to vote on said measure.

Dated this 2 day of November, 2014.

  
SANDEE REEDY, Secretary  
Rotary Club of St. Maries, Inc.