



I, ARNOLD WILLIAMS, 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

was filed in the office of the Secretary of State on the **Twenty-third** day  
of **March** A. D. One Thousand Nine Hundred **Sixty-six** and  
~~will be~~ ~~5/17/77~~ **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 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 **Nampa** in the County of **Canyon** 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 **23rd** day of **March**,  
A.D., 19 **66**.

### Non-Profit Cooperative Associations

ARTICLES OF INCORPORATION  
OF  
THE COUNTRYMAN'S CLUB OF NAMPA, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being citizens of the United States of America, residents of the State of Idaho, and all of legal age, do and have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative corporation under and by virtue of the provisions of Chapter 10, Title 30, Idaho Code, of the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

THE COUNTRYMAN'S CLUB OF NAMPA, INC.

ARTICLE II

The objectives and purposes for which this corporation is formed are as follows: To devote attention to the human and spiritual as well as the material values of life. To promote the adoption and application of higher social and business standards. To provide through this club a practical means to form enduring friendships and to build a better community. To participate in projects devoted to improving urban-rural relations and to help promote the activities of the rural youth organizations. To borrow money when necessary, to pledge, mortgage, or secure property of said corporation as security for the payment of any money borrowed for the use and benefit of this corporation; to do without limitation the exercise of all powers granted by the laws of the State of Idaho unto a corporation of this character and the accomplishment of the suitable and useful objectives of said corporation; to limit the number of members of this corporation by proper by-laws and to set forth and determine the qualifications for membership. To hire and employ personnel and to pay salaries for work and labor actually performed for and on behalf of the corporation in the furtherance of the purposes and intents of the corporation. To enter into leases, contracts and agreements with any individual, corporation, association or partnership for the purpose of furthering the objectives of this corporation.

### ARTICLE III

The registered office and place of business of this corporation shall be: Nampa, Idaho.

### ARTICLE IV

The term for which this corporation shall exist shall be perpetual after its incorporation.

### ARTICLE V

There is to be no capital stock or shares of stock issued by this corporation. Pecuniary gain or profit is not an objective of this corporation. No officer, member or representative of this corporation shall be entitled to any remuneration or pecuniary reward by virtue of being an officer, director or member of this corporation except as hereinbefore provided, that compensation for labor on behalf of said corporation will be permitted. No member shall transfer, sell or convey any membership interest in this corporation, as provided by the laws of the State of Idaho.

### ARTICLE VI

The members of this corporation shall be persons subscribing to these articles and the directors hereinafter named and such other persons as elect to become members hereof in conformity with the laws and these Articles of Incorporation. Members of this corporation shall be all of one class and shall have one vote only; the rights and interest of all members shall be equal.

### ARTICLE VII

In lieu of issuing stock there shall be issued to members hereof certificates of membership, which certificates shall be non-assessable, non-transferable and non-assignable.

### ARTICLE VIII

The by-laws of this corporation, in addition to other provisions, shall provide for the number and qualification of members, the terms and conditions for admission to membership, the time and mode and conditions for expulsion or withdrawal from membership, fees for admission and dues, and such other regulations as are not repugnant to the laws of the State of Idaho.

### ARTICLE IX

There shall be three directors in this corporation and the names and

addresses of the persons who shall act in this capacity until an election of their successors can be regularly held in conformity with the state statutes and the by-laws of this corporation, are as follows:

Richard Stiehl, Nampa, Idaho Route #4  
Leonard Tiegs, Nampa, Idaho  
Clarence Skogsberg, Nampa, Idaho Route #4

ARTICLE X

That the president of this corporation shall be Otto W. Wagner and the secretary shall be Joseph M. Oberst until their successors shall be duly elected as provided by the by-laws of this corporation.

ARTICLE XI

The by-laws of this corporation shall be adopted by the directors of said corporation and these articles and the by-laws may be amended, altered or repealed in the manner set forth and provided by the by-laws for amendment or by the statutes of the State of Idaho.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as incorporators this 23 day of March, 1966.

Otto W. Wagner  
Otto W. Wagner

Joseph M. Oberst  
Joseph M. Oberst

Richard Stiehl  
Richard Stiehl

Leonard Tiegs  
Leonard Tiegs

Clarence Skogsberg  
Clarence Skogsberg

STATE OF IDAHO     )  
                          ) ss.  
COUNTY OF CANYON )

On this 23 day of March, 1966, before me, the undersigned Notary Public, personally appeared, Otto W. Wagner, Joseph M. Oberst, Richard Stiehl, Leonard Tiegs, and Clarence Skogsberg, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal the day and year first above written.

John H. Bunch  
Notary Public for Idaho.  
Residing at Nampa, Idaho.  
My commission expires Feb 17, 1969