

FILED

Articles of Incorporation

93 OCT 28 AM 8:49
of
Lions Club of Cascade, Inc.

98 OCT -2 AM 8:32

CLERK OF STATE
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are citizens, and residents of the United States of America, and over the age of 18 years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a non-profit corporation, under and pursuant to Idaho Code, Title 30, Chapter 1, and Idaho Code Section 30-112(a) and we do hereby certify:

ARTICLE I

The name of this corporation shall be LIONS CLUB OF CASCADE, INC.

ARTICLE II

Duration: The period of existence and life of this corporation shall be perpetual.

ARTICLE III

Location: The location of the registered office of the corporation shall be in Cascade, Idaho, and the mailing address shall be P. O. Box 722, Cascade, Idaho 83611, and the registered agent shall be Steve Raiser, 106 N IDAHO STREET, CASCADE, IDAHO 83611.

ARTICLE IV

Purposes: The purpose for which this corporation is formed are exclusively those permitted by Section 501(c) (3) of the Internal Revenue Code, and include:

A. The specific and primary purposes are:

- (1) To provide aid, assistance and services, financial and otherwise, to those persons or organizations in need.
- (2) To collect and distribute information useful in rendering aid, assistance or service to those who desire, request or need assistance from LIONS CLUB OF CASCADE, INC.

Articles of Incorporation - page 1.

IDAHO SECRETARY OF STATE

10/02/1998 09:00
CX: 502 ET: 104820 IN: 158445

1 @ 30.00 = 30.00 INC MOND 8 3

C124189

- (3) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such or organizations of any kind or nature, such as corporation, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies of any kind whatsoever.

B. In furtherance, but not in limitation of the foregoing specific and primary purposes, the corporation shall have the following general powers:

- (1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, or devise, and otherwise to acquire money, securities, property, rights and services of every description, and to hold invest, expend contribute, use, sell or otherwise dispose of any securities, money, property, rights or services so acquired for the purposes above mentioned.
- (2) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes and other corporate obligations, for moneys borrowed, or in payment for any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation.
- (3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible.
- (4) To exercise all other rights and powers conferred upon corporation law of the State of Idaho, provided however, that the corporation shall not engage in any activities or exercise any powers, implying those specifically mentioned herein that are not in furtherance of the specific and primary purposes of the corporation.

ARTICLE V

Declaration of Exempt Status. All of the purposes and powers in Article IV shall be exercised exclusively for charitable and educational purposes in such a manner that this corporation shall qualify as and remain an exempt organization under the Internal Revenue Code, Section 501(c) (3), as it currently and shall hereafter be in force and effect.

This corporation has not been formed for pecuniary profit or financial gain. No part of the assets or income of this corporation is distributable or inures to the benefit of its directors, officers and/or members, except to the extent permitted by law. No substantial part of the activities of this corporation shall be the carrying on of propaganda, lobbying, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publishing or distribution of statements or endorsements.

Notwithstanding, any of the other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under the Internal Revenue Code, Section 501 (c)(3) as it currently and shall hereafter be in force and effect, nor that which would jeopardize corporations contributions which are deductible under the Internal Revenue Code, Section, 170(a)(2) as it currently and shall hereafter be in force in effect.

ARTICLE VI

Membership. The number and qualification of members, the terms and conditions for membership, and the liability for fees for admission and/or dues or assessments for members shall be as set forth in the By-Laws of this corporation. No member shall have or acquire a greater interest in this corporation than any other member, and the voting power and rights of the members of this corporation shall be equal. Any member who shall fail to comply with the requirements of the By-Laws, or the rules and regulations made pursuant thereto shall, if the membership by a majority vote so determines, forfeit his membership and any and all rights and interest in this corporation. Each member shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation shall be entitled to a vote at a meeting of the members.

ARTICLE VII

Certification of Membership. There shall be no capital stock in this corporation, but there shall be issued membership certificates to each member hereof who is in good standing in accordance with the criteria therefore set forth in the By-Laws, or the rules and regulations thereunder, which certificates will be non-transferable, except by a

Majority resolution of the membership and under such regulations and rules as the By-Laws may prescribe.

ARTICLE VIII

Liability. The officers, directors and/or members of this corporation shall not be individually liable for the corporations debts or other liabilities of any kind whatsoever. The private property of any member of the corporation shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the corporation.

Any person, (and the heirs, executors and administrators of such persons) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, Officer or member of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, to matters as to which shall be adjudged in such action, suit or proceeding that such Director, Officer or member is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer or member (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IX

Rights upon dissolution. In the event of dissolution except upon merger with a corporation of similar purpose, the assets shall be distributed to such educational or charitable organizations designated by the membership, provided that such organizations then qualify under the provisions of the Internal Revenue Code, Section 501(c)(3), and its regulations as they now exist or as they may hereafter be amended. In no event shall any income or assets of this corporation, either directly or indirectly, be distributed to or inure to the benefit of any members, directors and/or officers of this corporation, other than as bona fide expense incurred in carrying out the directors of the board of directors, officers and/or membership hereof to further the purposes of this corporation. However, where any such income or assets were acquired or obtained under a governmental grant or contract, the disposition thereof will be in accordance with said grant or contract or the written instructions of the government official responsible for said grant or contract.

ARTICLE X

Board of Directors: Control and management of the affairs of this corporation shall be vested in a Board of Directors. The number of directors, manner of election and term of office shall be specified in the By-Laws, and such number may, from time to time be increased or decreased in such manner as may be prescribed by the By-Laws.

The Board of Directors is expressly not authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a majority vote of the members, represented in person at a regular meeting of the members or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XI

The names and addresses of each of the Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Priscilla Jean Wilson	P. O. Box 545, Cascade, ID 83611	President
Archie N. Banbury	P. O. Box 250, Cascade, ID 83611	Vice President
Steve Raiser	P. O. Box 875, Cascade, ID 83611	Secretary
Carma Crabb	P. O. Box 14, Cascade, ID 83611	Treasurer

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and caused this instrument to be executed at Cascade, Idaho.

Priscilla Jean Wilson 9-21-98
Priscilla Jean Wilson (date)

Archie N. Banbury 9-21-98
Archie N. Banbury (date)

Steve Raiser 21 SEP 98
Steve Raiser (date)

Carma Crabb 9-21-98
Carma Crabb (date)

Cascade Lions Club
P. O. Box 275
Cascade, Idaho 83611

Resolution:

Whereas the Cascade Lions Club desires to correct the Club's lapsed Articles of Incorporation, and adoption of a Constitution and By-Laws is required by the Idaho Secretary of State, for approval of the newly revised Articles of Corporation; **Resolved:** That the Standard Form Lions Club Constitution and By-Laws as published by the International Association of Lions Clubs is herewith adopted by the Cascade Lions Club.

Adopted by a 2/3 majority of those in attendance on July 20, 1998.

Signed: SR Raiser Sec
Steve Raiser, Secretary, Cascade Lions Club.

Date: 20 JUL 98