

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

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

**IDAHO ASSOCIATION OF SECURITY DEALERS, INC.**

was filed in the office of the Secretary of State on the **Twenty-second** day of **December**, A. D. One Thousand Nine Hundred **Sixty-four** and ~~will be~~ is duly recorded on ~~Film No.~~ **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 **Boise** in the County of **Ada** 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 **22nd** day of **December**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

of

IDAHO ASSOCIATION OF SECURITY DEALERS, INC.

\*\*\*\*\*

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States and residents of the State of Idaho, do hereby associate ourselves together to form a non-profit corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 10 of Article 30, Idaho Code, and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, do hereby certify and declare as follows:

I.

The name of this corporation is IDAHO ASSOCIATION OF SECURITY DEALERS, INC.

II.

The purposes and objects for which the corporation is formed are without pecuniary profit and are:

1. To promote the general welfare of salesmen, brokers and Idaho issuers of stocks and/or bonds or other securities for sale to the general public; to cooperate and work in close harmony with the Idaho Department of Finance, or other agencies regulating the sale of stocks, bonds or other securities; complying with such rules and regulations as may be issued by said departments, and to do all things regular and proper for the protection and furtherance of the interests of its members.

2. To assemble data and information of value pertaining to the proper sale of stocks, bonds or securities and to exercise supervision of its members with reference thereto.

3. To foster, conduct and promote educational programs, and to issue information pertaining to the merits and advantages of the various issues sold by its members, and to act as a clearing house of information and service.

4. To secure, wherever necessary, collective action by its members in the protection thereof, and to establish a peaceful and harmonious relationship between the association and any agencies with which the association or its members have working arrangements or contracts; looking toward the honest and faithful observance of all agreements and obligations by all parties concerned, recognizing at all times that the public interest is paramount.

5. To provide a means whereby the active and associate members in this organization may meet to discuss various problems of common interest to themselves, and to the community in general.

6. To do all things consistent with the objectives hereinabove stated.

### III.

This corporation shall have PERPETUAL EXISTENCE.

### IV.

The location and post office address of the registered office of the corporation is Boise, Ada County, Idaho.

### V.

There shall be a Board of Directors of this corporation, consisting of not less than three (3) directors. The directors need not be members of

the association. The term of office of the directors shall be staggered; said directors whose terms expire to be elected at the annual meeting of the members to be held on the second Wednesday in January in each year. Notice of such annual meeting shall be given by the President and Secretary at least five (5) days before the meeting to the members. Any vacancy caused by the death, resignation or removal of any of the said directors or officers may be filled by the Board of Directors until the next annual meeting. There shall be one class of voting membership in the Association, with all voting members having equal rights and interests.

#### VI.

A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the said Board of Directors to do business and exercise the corporate powers of the corporation, and may appoint such agents as may be necessary for the proper execution of its business. The Board of Directors shall levy such assessments against the members as they may deem necessary and in the manner they see fit to provide revenue for the conduct of the affairs of the association.

#### VII.

The Board of Directors immediately upon their election shall hold a meeting and shall elect a President, one or more Vice-Presidents, and a Secretary and Treasurer, the President and Vice-President to be members of the Board of Directors. The Board of Directors shall have the power to pass By-Laws for the regulation of the affairs and business of the association and the duties of the officers as they may deem expedient and not inconsistent with these Articles, or contrary to law. The Board of Directors will establish qualifications for voting membership in the Association. Membership will be by certificates and not stock.

VIII.

The Board of Directors or the President or a majority of the members of the association may call a special meeting of the members of the association by giving notice five (5) days before said meeting of the time and place of the meeting and the purpose for which the meeting is called.

IX.

The private property of the members of this association shall not be liable for the debts or liabilities of the association.

X.

The Articles of Incorporation may be amended as by law provided at any annual meeting or special meeting called for that purpose. This association may be terminated by a majority of the votes of the members at either the annual or a special meeting called therefor.

XI.

This corporation is a non-profit association, and no monies shall be payable to any of the members thereof by reason of the ownership of a certificate of membership in said association. All monies coming into the hands of said association shall be used for the purpose for which this association is organized, and shall not inure to the benefit of any member thereof except for salary paid for services by such member duly performed for and on behalf of said association. Upon dissolution or other termination or by law of said association, the assets then remaining in the name of said association to be divided prorata among the members hereof and in

proportion to the contributions made to the association by way of assessment or of the transference of property to the members of said association.

XII.

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 16<sup>th</sup> day of December, 1964.

M. P. Preppas  
Michael J. Bowlds  
Tom H. McCordless  
Wayne Hoffman  
Carl H. Harrison, Jr.  
J. Douglas Hansen

Post Office Address:

1912-TEN DOG DR BOISE.  
RT #1 Bogart Lane Boise  
Box 1986. BOISE.  
314 Highland View Dr Boise  
1608 Bedford Dr. Boise  
1012 Wyndemere D. Boise Ida.

STATE OF IDAHO )  
                              ) ss.  
County of Ada     )

On this 16<sup>th</sup> day of December, 1964, before me, the undersigned, a Notary Public, in and for said State, personally appeared M. P. Preppas, Michael J. Bowlds, Tom H. McCordless, Carl H. Harrison, Jr., Wayne Hoffman, and J. Douglas Hansen known by me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were citizens of the United States and over the age of twenty-one years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Edith G Littlefield  
Notary Public in and for the State  
of Idaho, Residing at Boise, Idaho