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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF

THE MADISON LIBRARY FOUNDATION, INC.

Under the Idaho Non-Profit Corporation Act. The undersigned, for the purpose of forming a non-profit corporation under Non-Profit Corporation Act of the State of Idaho certifies:

1. Name. The name of the proposed corporation, hereinafter called the Corporation, is The Madison Library Foundation, Inc.
2. Purpose. {a} The Corporation shall be a corporation under the Non-Profit Corporation Act. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and specifically as it pertains to support of the Madison County Library District and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as

Articles of Incorporation of  
The Madison Library Foundation, Inc. -

02/02/1998 09:00  
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permitted under the Non-Profit Corporation Act.

{b} No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

{c} The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

{d} The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

{e} The Corporation shall not retain any excess business holdings as defined in Section 4943© of the internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

{f} The Corporation shall not make any investments in such manner as to

subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

{g} The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

{h} Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

{i} Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

3. Office. The office of the Corporation is to be located in the City of Rexburg, County of Madison, Idaho.

4. Territory. The territory in which the operations of the Corporations are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

5. Directors. The names and addresses of the incorporators and initial

directors until the first annual meeting of the Corporation are:

W. Brent Eames  
41 Professional Plaza  
Rexburg, ID 83440

<u>Name</u>	<u>Address</u>
W. Brent Eames	41 Professional Plaza, Rexburg, Idaho 83440

6. Members.

The Corporation will have members at a later date.

7. Post Office Address. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is 41 Professional Plaza, Rexburg, Idaho 83440.

Registered agent W BRENT EAMES same address

IN WITNESS WHEREOF, the undersigned has signed The Articles of Incorporation in duplicate this 13 day of February, 1998.

  
W. Brent Eames  
Incorporator