

102649

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO ASSOCIATION OF COUNTIES SERVICES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of IDAHO ASSOCIATION OF COUNTIES SERVICES CORPORATION duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Luebel*

JUN 11 11 07 AM '93
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

IDAHO ASSOCIATION OF COUNTIES
SERVICES CORPORATION

JUN 1 3 46 AM '93
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that We, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code § 30-301, et seq., and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be IDAHO ASSOCIATION OF COUNTIES SERVICES CORPORATION (IACSC) (hereafter the "Corporation").

II.

The Corporation shall have a perpetual existence.

III.

The Corporation is a nonprofit public benefit corporation, and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act for charitable purposes. The specific purposes for which the Corporation is organized are as follows:

(a) To improve the efficiency of county government in the state of Idaho by developing programs designed to reduce the administrative and managerial concerns of counties, county officials and county employees;

(b) To develop and implement methods and programs of reducing ~~Idaho operating and~~ STATE increasing the efficiency of operating county governments;

19930611 0900 81733 2
CK #: 7295 CUST# 1
CORPORATIO 10 20.00= 20.00

* *

(c) To develop and implement methods and programs to enable counties to attract and retain capable and experienced employees;

(d) To develop methods and programs designed to reduce the risks of delivering governmental services at the county level and to develop methods and programs to finance such risks;

(e) To acquire, own, use, convey or otherwise dispose of and deal in real or personal property and any interest therein;

(f) To do any and all other things necessary to improve county government in Idaho including but not limited to providing cost effective communications and technology services, administration of grants for county services and programs and unemployment insurance programs.

(g) To exercise all powers, privileges and rights necessary or advisable to carry out the objects and purposes for which the Corporation is formed, and the Board of Directors hereby claims for this Corporation all the benefits, privileges, rights and powers created, extended or conferred by the provisions of all applicable laws of the state of Idaho, pertaining to corporations created not-for-profit, and any amendments or supplements thereto and such powers and authority as may be granted by any subsequent legislation relating to corporations created not-for-profit.

(h) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code).

(i) The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to members thereof.

(j) The property, assets, profits and net income of the Corporation are dedicated irrevocably to the purposes set forth in this Article, and no part of the profits or net income of the Corporation shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private individual.

IV.

The location of the registered office of the Corporation shall be 700 West Washington, Boise, Idaho 83702, and the post office address of the registered agent of the Corporation is Post Office Box 1623, Boise, Idaho 83701. The name of the registered agent of the Corporation who may be found at that address is DANIEL G. CHADWICK, or the Executive Director of the Idaho Association of Counties as may thereafter be designated.

V.

There shall be no stock issued in the Corporation and no members of the Corporation except the Board of Directors thereof. The names and addresses of the initial Directors are:

	<u>Name</u>	<u>Address</u>
1.	Arlene Kolar Clerk Boise County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
2.	Terry Thompson Sheriff Fremont County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
3.	Betty Adler Treasurer Payette County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
4.	Martell Holland Assessor Cassia County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
5.	David Kinghorn Assessor Jefferson County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
6.	Ervin Hill Commissioner Nez Perce County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
7.	Lewis Pratt Sheriff Valley County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
8.	Jeff Olson Commissioner Franklin County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701
9.	Andy Russo Commissioner Boise County, Idaho	P. O. Box 1623 700 West Washington Boise, Idaho 83701

10. Ned Kerr
Clerk
Canyon County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
11. Zelda Nickel
Treasurer
Canyon County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
12. Tom Moore
Assessor
Kootenai County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
13. Marcia Wingfield
Clerk
Shoshone County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
14. Pat Long
Commissioner
Idaho County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
15. Arnold Howard
Commissioner
Payette County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
16. Duane Smith
Clerk
Minidoka County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
17. Tom Katsilometes
Commissioner
Bannock County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
18. Paul Walker
Commissioner
Jefferson County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
19. Duane Little
Assessor
Shoshone County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701
20. George Enneking
Commissioner
Idaho County, Idaho
P. O. Box 1623
700 West Washington
Boise, Idaho 83701

21. **Randall Day**
Prosecuting Attorney
Boundary County, Idaho

P. O. Box 1623
700 West Washington
Boise, Idaho 83701

VI.

The name and post office address of the Incorporator is as follows:

Daniel G. Chadwick
Executive Director
Idaho Association of Counties

P. O. Box 1623
700 West Washington
Boise, Idaho 83701

VII.

The number and qualifications of Directors of the Corporation shall be the same as the number and qualifications for Directors of the Idaho Association of Counties, but shall not be fewer than the number required by the provisions of the Idaho Nonprofit Corporation Act.

VIII.

The annual, regular and special meetings of the Corporation, and the place, time and manner of giving notice of such meetings, shall be in accordance with applicable law and as may be prescribed by the Bylaws of the Corporation, if any.

IX.

The Directors and members of the Corporation shall have no private or proprietary interest in the Corporation.

The Directors shall serve as such without compensation, and no part of the Corporation's earnings shall enure to the benefit of any private member or individual; provided however, that the Board of Directors may allow payment of the expenses necessarily incurred by a Director in the performance of his or her duties as a Director. The Board of Directors shall be fully indemnified, to the extent authorized by law, for any liability incurred in connection with their respective duties hereunder.

X.

The Board of Directors of the Corporation shall not sell, transfer, mortgage, convey or otherwise dispose of all or any major part of the property and assets of the Corporation, nor shall the Corporation be dissolved, merged, or consolidated with any other corporation or other legal entity, except on an affirmative vote of a majority of the Board of Directors of the Corporation.

XI.

So long as any obligations of the Corporation shall be outstanding, the Corporation may not be dissolved except upon compliance with the provisions of Article X of these Articles of Incorporation and upon the making of provisions for the full payment of such obligations. In the even of the dissolution of the Corporation, no part of its property shall be distributed to any member or individual, and any property of the Corporation not required to pay corporate debts and corporate expenses shall be distributed only for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, state or local government or the Idaho Association of Counties or its successor organization for a public purpose. Any such assets not so disposed of shall be disposed by the District Court of Ada County, Idaho, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purpose.

XII.

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the Corporation and to adopt new Bylaws, as may be deemed proper for the management of the affairs of the Corporation, and which are not inconsistent with law or these Articles of Incorporation.

XIII.

These Articles of Incorporation may be amended from time to time in the manner provided by applicable law or if there is a statutory provision relating to the amendment of Articles of Incorporation, then by the affirmative vote of two-thirds of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of June, 1993.


DANIEL G. CHADWICK
"Incorporator"

STATE OF IDAHO)

: ss

County of Ada)

On this 11th day of June, 1993, before me, the undersigned, a Notary Public in and for the state of Idaho, personally appeared DANIEL G. CHADWICK, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is a person over the age of eighteen (18) years and a citizen of the United States of America.

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

(Seal)

Donna F. Rich
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
My Commission Expires: 1-26-96

CONSENT TO USE CORPORATE NAME

The IDAHO ASSOCIATION OF COUNTIES, an Idaho nonprofit corporation in good standing under the laws of the state of Idaho, hereby consents to the use of the corporate name, IDAHO ASSOCIATION OF COUNTIES SERVICE CORPORATION, for the corporation to be established under the attached Articles of Incorporation to be filed with the Secretary of State for the state of Idaho.

DATED this 11th day of June, 1993.

IDAHO ASSOCIATION OF COUNTIES

By: Daniel G. Chadwick
Daniel G. Chadwick
Executive Director