

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLEARWATER HUMANE SOCIETY, LTD.

File number C 112194

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 CLEARWATER HUMANE SOCIETY, LTD. 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: September 29, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. Dumont*

ARTICLES OF INCORPORATION

OF

SEP 29 8 40 AM '95
SECRETARY OF STATE
STATE OF IDAHO
CLEARWATER HUMANE SOCIETY, LTD.

We, the undersigned, being all adult citizens of the United States of America, do hereby associate ourselves for the purpose of forming a corporation pursuant to Chapter 3 of Title 30, Idaho Code, and we do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I

NAME

The name of this corporation shall be "CLEARWATER HUMANE SOCIETY, LTD."

ARTICLE II

LOCATION AND POST OFFICE ADDRESS

The location address of the registered office of the Corporation in the State of Idaho is at 224 E Street, Orofino, Idaho, and the Post Office address of the registered office of the corporation is Post Office Box 2063, Orofino, Idaho 83544.

ARTICLE III

DURATION

The term of existence of this Corporation shall be perpetual from the date of filing of the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV

PURPOSES

The purposes of this Corporation are all of those permitted by the laws of Idaho and primarily the prevention of cruelty to animals, for relief of suffering among animals and the extention of humane education.

ARTICLE V

CAPITAL

A. This Corporation shall not have capital stock, but its capital shall be represented by membership certificates.

IDAHO SECRETARY OF STATE

9/18/95 9:00:00 AM
Customer # 20084
IVCS60014125 16384
CORPORATION NON PROFIT

1 @ 30.00 = 30.00

B. Membership fees or dues in this Corporation shall be as determined by the board of directors. The voting power and property rights and interest of each member whose fees and dues are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only. When a member has paid his membership fee in full, he shall receive a certificate of membership. Assessments against members and the determination of their liabilities shall be fixed by the by-laws of this Corporation.

C. This Corporation is organized on a non-profit basis for the mutual benefit of its members, the Clearwater County Community, and the animals which it serves and consequently will not have profits on which to pay dividends on capital. After all expenses of the Corporation have been paid, and reasonable reserves, as determined by the board of directors, are set aside, the net earnings of the Corporation shall be accumulated for the purposes as the board of directors may determine to be for the best interests of the Corporation.

D. Upon dissolution, assets remaining after payment of all debts shall be given to a charitable organization for the humane benefit of animals chosen by the board.

ARTICLE VI. DIRECTORS

The corporation shall have five (5) directors, who shall at all times be citizens of the United States of America; the names and addresses of those persons who shall manage the business of the corporation until the first meeting of the members are:

Linnea Duberowski, 12470 Vista Avenue, Orofino, Idaho

Lora Lee Brown, 289 106th Street, Orofino, Idaho

Dora White, 1250 Michigan Avenue, Orofino, Idaho

Charlene Banks, 12739 Vista Avenue, Orofino, Idaho

Lyn Anderson, P.O. Box 2566, Orofino, Idaho

ARTICLE VII

NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of each of the incorporators is:

Linnea Duberowski, 12470 Vista Avenue, Orofino, Idaho

Lora Lee Brown, 289 106th Street, Orofino, Idaho
Dora White, 1250 Michigan Avenue, Orofino, Idaho
Charlene Banks, 12739 Vista Avenue, Orofino, Idaho
Lyn Anderson, P.O. Box 2566, Orofino, Idaho

ARTICLE VIII

REGISTERED AGENT

The initial registered agent of this Corporation is Lyn Anderson, 224 E Street, Orofino, Idaho.

ARTICLE IX

PROVISION FOR BY-LAWS

The Corporation shall be governed by a duly adopted code of by-laws which shall not be inconsistent with these Articles or inconsistent with the laws of the State of Idaho; the meetings of the members of the Corporation shall be held and by-laws shall be adopted in accordance with the laws of the State of Idaho subject to the issuance of the Certificate of Incorporation by the Secretary of State.

ARTICLE X.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the minimum vote required by the laws of the State of Idaho of the members of the Corporation, at any regular meeting, or at a special meeting called for the purpose by a majority of the Board of Directors after thirty (30) days written notice to all members, which notice shall be in conformance with the statutes of the State of Idaho.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators above named, have hereunto set our hands and seals this ____ day of _____, 1995.


Linnea Duberowski


Lora Lee Brown


Dora White

Charlene Banks
Charlene Banks

Lyn Anderson
Lyn Anderson

STATE OF IDAHO)
)
County of Clearwater)

On this 31 day of August, 1995, before me,
DALE O. COX, a notary public in and for
the state of Idaho, personally appeared Linnea Duberowski,
known to me to be the person whose name is subscribed to the
within instrument and acknowledged to me that she executed the
same.

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

Dale O. Cox
Notary public in and for the
State of Idaho, residing at
Orofino, therein
My commission expires:

May 1998

STATE OF IDAHO)
)
County of Clearwater)

On this 31 day of August, 1995, before me,
Heidi M. Adams, a notary public in and for
the state of Idaho, personally appeared Lora Lee Brown, known
to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that she executed the same.

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

Heidi M. Adams
Notary public in and for the
State of Idaho, residing at
Orofino, therein
My commission expires: 3-31-99

STATE OF IDAHO)

County of Clearwater)

On this 30th day of August, 1995, before me, Dawn R. Muller, a notary public in and for the state of Idaho, personally appeared Dora White, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

Dawn R. Muller

Notary public in and for the
State of Idaho, residing at
Orofino, therein

My commission expires:

7/17/2001

STATE OF IDAHO)

County of Clearwater)

On this 31 day of August, 1995, before me, Heidi M. Adams, a notary public in and for the state of Idaho, personally appeared Charlene Banks, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

Heidi M. Adams

Notary public in and for the
State of Idaho, residing at
Orofino, therein

My commission expires: 3-31-99

STATE OF IDAHO)

County of Clearwater)

On this 29 day of August, 1995, before me, Dawn R. Muller, a notary public in and for the state of Idaho, personally appeared Lyn Anderson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

Dawn R. Muller

Notary public in and for the
State of Idaho, residing at
Orofino, therein

My commission expires:

7/17/2001