

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

AMERICAN FRIENDSHIP GUILD, INC.

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 \_\_\_\_\_

AMERICAN FRIENDSHIP GUILD, INC.

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 October 29, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. Zalsala*

Corporation Clerk

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN FRIENDSHIP GUILD, INC.**

DEC 29 9 54 AM '90  
SECRETARY OF STATE

I, the undersigned, a natural person of the age of twenty-one years or more, acting as an incorporator under the Idaho Code Section 30 Chapter 3 concerning Non Profit Corporations adopt the following articles of Incorporation.

**ARTICLE I - NAME**

The name of this Corporation is American Friendship Guild, Inc.

**ARTICLE II - NON PROFIT STATUS**

This Corporation is a non-profit corporation organized pursuant to Idaho Code Section 30 Chapter 3.

**ARTICLE III - DURATION**

The duration of this Corporation is perpetual.

**ARTICLE IV - PURPOSE**

The nature of the activity or purposes to be conducted or promoted is the publication and dissemination to the members of this non-profit corporation a non-profit monthly newsletter. To collect a fee from the members to cover expenses of publishing the newsletter.

**ARTICLE V - MEMBERS**

The members of the corporation shall be composed of all persons who subscribe

to the newsletter of the corporation.

#### **ARTICLE VI - SHARES**

The aggregate number of shares which this Corporation shall have the authority to issue is One Hundred Shares at no par value. All stock of the Corporation shall be of the same class, common, and shall have the same rights, voting power and preferences and be subject to the same restrictions. The Board of Directors or the Shareholders may adopt by-laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

#### **ARTICLE VII - PREEMPTIVE RIGHTS**

The Shareholders shall have preemptive rights to acquire additional shares of the Corporation.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation's initial registered office is, 221 Joel, Chubbuck, Idaho, 83202. The name of the initial registered agent at such address is Tom Walker.

#### **ARTICLE IX - ORIGINAL DIRECTORS**

The number of directors constituting the initial Board of Directors of this Corporation shall be one (1). His name and address is as follows:

Tom Walker  
221 Joel  
Chubbuck, Idaho, 83202

#### **ARTICLE X - ORIGINAL SHAREHOLDERS AND INCORPORATORS**

The original shareholder and incorporator has subscribed to one (1) share

of common stock. His name and address is:

Tom Walker  
221 Joel  
Chubbuck, Idaho, 83202

#### **ARTICLE XI - ORIGINAL OFFICERS**

The name and residence addresses of the original officers are:

President: Tom Walker  
221 Joel  
Chubbuck, Idaho 83202

Secretary-Treasurer: Leora Walker  
221 Joel  
Chubbuck, Idaho 83202

#### **ARTICLE XII - COMMON DIRECTORS TRANSACTIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other person, partnership, corporation, firm, association or entity in which one or more of this Corporations's Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because of his or their votes are counted for such purpose and each such directors of this Corporation is hereby released from liability which might otherwise exists from such contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract;

or (b) the transaction is approved by sufficient vote or consent without counting the votes or consents of such interested Director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote or written consent; or (d) the contract or transaction is fair and reasonable to the Corporation. If the fact of such relationship or interest is known then the common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

IN WITNESS WHEREOF, I hereunto sign and verify in triplicate these Articles of Incorporation this 23 day of October, 1990.

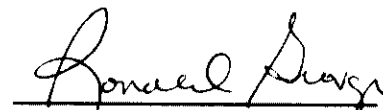
  
TOM WALKER

STATE OF IDAHO           )  
                                  : ss.  
County of Bannock       )

On this 23 day of October, 1990, before me the undersigned, a Notary Public in and for said county and state, personally appeared TOM WALKER, known to me to be the person who executed the foregoing instrument and acknowledged to me that he subscribed his name.

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

(Seal)

  
NOTARY PUBLIC FOR IDAHO  
My Commission Expires: May 1992  
Residing at: Pocatello ID