

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

THE SUNRISE OPTIMIST CLUB OF BOISE, IDAHO, INC.

was filed in the office of the Secretary of State on the **Twenty-First** day of **July,** A. D. One Thousand Nine Hundred **Sixty,** and is duly recorded on Film No. **112** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and 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 Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **21st** day of **July**, A.D., 19 **60**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THE SUNRISE OPTIMIST CLUB OF BOISE, IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation not for profit under Section 30-1101 of the Idaho Code, as amended, and under the laws of the State of Idaho in general, and we do hereby certify, declare and adopt the following articles of incorporation:

I.

The name of this corporation shall be The Sunrise Optimist Club of Boise, Idaho, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be Boise, Idaho.

IV.

The objects of this club shall be to develop optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect for the law; to promote patriotism and work for international

accord and friendship among all people; to aid and encourage the development of youth.

This corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the corporation or to its members. Any income or profits received by this corporation shall be applied only to the nonprofit purposes and objectives of the corporation, and no part of the income shall inure to the benefit, of any officer or member thereof.

Subject to the foregoing limitations, and in accordance with the objects hereinabove set forth, the objects, purposes, business and pursuits of this corporation shall be as follows:

To receive gifts and grants of money and property of every kind and to administer the same for charitable, educational, social welfare, and civic uses and improvement, and to do anything necessary or proper for the accomplishment of these purposes.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state, and government.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

To purchase, subscribe for, or otherwise acquire and

own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful

manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of

the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

V.

In furtherance, and not in limitation of the powers confirmed by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI.

The corporation formed hereby shall have no capital stock, and shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the by-laws of the corporation.

No interest of any member in this corporation shall be assignable or transferable, and no membership in this

association shall be considered as having any monetary value. Any member may be expelled from the corporation upon the conditions, and for the reasons as may be specified in the by-laws.

VII.

This corporation shall be the successor in interest to The Sunrise Optimist Club of Boise, Idaho, an unincorporated charitable and benevolent service organization, and is hereby formed pursuant to resolution, unanimously adopted by the membership of said unincorporated association at a regular meeting thereof, held on the 2nd day of June, 1960, at 7 o'clock A. M. of that day at the Thunderbird Restaurant and Lounge, located at 111 College Boulevard, of Boise, Idaho.

Lamont Jensen, President of said unincorporated association, caused notice of the time and place of such meeting to be published for more than two weeks prior thereto in two weekly editions of the Idaho Daily Statesman, a newspaper published and circulated in Boise, Idaho, and caused such notice also to be posted continuously for more than two weeks prior to such meeting in the building and room where such meeting was held. Said notice expressly stated that the purpose of such meeting would be for the election of directors to constitute the board of directors of this corporation.

At such meeting, by motion duly made and seconded, a resolution was adopted whereby a unanimous ballot was

cast for the election of the following named persons to constitute the board of directors of this corporation:

Gaylord Grooms	1812 South Latah, Boise, Idaho
J. A. Balderrama	914 Wade Circle, Boise, Idaho
Don Moore	1005 Warm Springs, Boise, Idaho
John Cliff	119 Spruce, Boise, Idaho
Dr. Quinton Homer	6802 Fernwood, Boise, Idaho
Wallace Nokes	2806 Dill Drive, Boise, Idaho
Jim Reed	200 Skylark Drive, Boise, Idaho
Fred Richards	1370 North Fifth, Boise, Idaho
James Weaver	3519 Kipling, Boise, Idaho
Richard Jackson	2105 North 21st, Boise, Idaho
Harold Hodges	4823 Hillcrest, Boise, Idaho
Lamont Jensen	2425 Redway Road, Boise, Idaho
Dewayne Howell, Rev.	421 Riverview Drive, Boise, Idaho

VIII.

The name and post office address of each of the incorporators is set out at the end hereof by their signatures hereto together with such post office address.

IX.

The private property of the members of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever, regardless of how such debts are incurred.

X.

This corporation reserves the right to amend, alter,

change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all acts conferred upon members herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original members hereinbefore mentioned for the purposes of forming a corporation not for profit to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to become members of such corporation, and accordingly have hereunto set our hands and seals this 14th day of July, 1960.

Post Office Address:

Byford R. Strauss 1812 So. Lake Boise, Idaho

W. C. Olsen 6409 RANDOLPH DR

Dwayne H. Howell 421 Riverview Dr. Boise, Idaho

Harold Hodges 4823 Hollerist Dr. Boise, Idaho

Lamont Jensen 2425 Broadway Rd. Boise, Idaho

W. B. Brady 3525 Travis Hill Boise

Richard L. Spauld 4009 Normandie Pl. Boise Idaho

Robert Charles Stanton 1419 Wendle Boise, Idaho

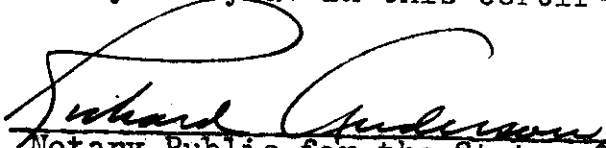
Ken Worin 2116 Highway - Boise

Jim Miller 200 Skyline Drive Boise Idaho
Ellis W. Fisher 2800 Fry Boise, Idaho
Wallace J. Fisher 2806 21st St Boise, Idaho
Arthur J. Jackson 2105 N. 21 Boise, Idaho
Gordon R. Walker 921 Clover Boise, Idaho
John Cliff 119 Spruce Boise, Idaho
Howard Humphrey 2312 Judith, Boise, Idaho
Frederick Charles 1320 No 5 Boise Idaho
Donald L. Moore 1005 Idaho Spruce Boise, Idaho
J. G. Barrera 914 White Circle, Boise, Idaho

STATE OF IDAHO }
COUNTY OF ADA } ss.

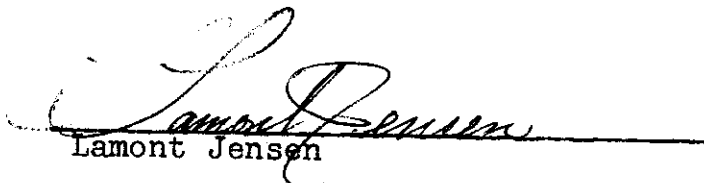
On this 21st day of July in the year 1960, before me the undersigned, a Notary Public in and for said State, personally appeared Lamont Jensen, Gale Grooms, and J. A. Balderrama, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed 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.



Notary Public for the State of Idaho,
Residing at Boise, Idaho.

I, Lamont Jensen, do hereby certify that as President of The Sunrise Optimist Club of Boise, Idaho, an unincorporated association, I presided over the meeting of the membership of such unincorporated association, held on June 2, 1960, and referred to in Article VII of the foregoing articles of incorporation, and do further certify that all of the facts stated in said foregoing articles of incorporation concerning the publication and posting of

notice of such meeting, and the contents thereof, and concerning the election held pursuant thereto are true, and I have accordingly hereunto set my hand this 14th day of July, 1960.


Lamont Jensen

Subscribed and sworn to before me this 21st day of July, 1960.


Notary Public for the State of Idaho,
Residing at Boise, Idaho.