

## Department of State

### CERTIFICATE OF INCORPORATION

**PETE T. CENARRURA**  
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

#### FUNDST, INCORPORATED

was filed in the office of the Secretary of State on the **Nineteenth** day of **April** A. D. One Thousand Nine Hundred **Sixty-Eight** and **to be** is duly recorded on ~~Form No.~~ **microfilm** 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, Idaho** 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 **19th** day of **April**, A.D., 19 **68**.

Secretary of State.

## ARTICLES OF INCORPORATION

OF

FUNDSY, INCORPORATED

A Non-Profit Corporation

BE IT KNOWN, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho as a non-profit corporation and in particular Chapter 11, Title 30, Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves, together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

### ARTICLE I

The Name of the Corporation is FUNDSY, INCORPORATED.

### ARTICLE II

The purposes and objects for which the corporation are formed are:

(a) To receive and maintain a fund or funds and apply the income and principal thereof to the creation, construction, or maintenance of buildings, edifices, or premises of charitable organizations operating within the city of Boise and the State of Idaho.

(b) To solicit from merchants, corporations, businesses, and private citizens, merchandise in any form whatsoever, chattels, and property both real and personal. The property so solicited, the merchandise, goods chattels, and property both real and personal, accumulated through such solicitations are to be sold at an annual auction, and the entire proceeds

derived from such auction are to be applied to the capital construction needs of a particular, valid charity recognized as a charitable organization by the Treasury Department of the Government of the United States, which the Board of Directors deems to be deserving.

(c) The Board of Directors is entitled to invite and receive gifts and all such gifts and all proceeds from the corporations' activities shall be devoted exclusively to charitable uses.

(d) Further the purposes of this corporation may be enlarged to carry out the purposes hereof by any and all means which from time to time shall be deemed desirable in the discretion of the Board of Directors of this corporation, excluding, nevertheless, any effort or endeavor for any purpose, (1) the means or ends of which is to fix the price or regulate the production of any article of commerce or product of the soil or the consumption thereof by the people, or (2) to carry on any attempt of any type of propaganda or attempts to influence legislation, which acts are declared to ultra vires, and contrary to the purposes of this corporation.

(e) To carry out the things hereinabove set forth and matters similar thereto which are now or may hereafter be considered to be charitable and eleemosynary.

(f) No provision of this Article II shall be amended without the unanimous consent of the members and the Board of Directors of this corporation.

### ARTICLE III

The corporation shall have the following powers:

(a) To do all acts as are necessary or convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation, and, without limiting the generality of the foregoing, the corporation shall have the power to: (1) To take and hold directly or indirectly, by bequest, devise, gift, purchase or lease, either

absolutely or in trust of any of its purposes, any property, real or personal, without limitation as to amount of value. (2) To sell, convey, mortgage, grant, assign, lease or otherwise, any property, real or personal, without limitation as to amount or value. (3) To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue, bonds, debentures, notes and other evidences of debt, and for the purpose of securing indebtedness or contracts, can assign, deliver, convey, mortgage or pledge any property, real or personal, without limitation as to amount or value, for any of its purposes; to buy, sell, trade and deal in, stocks, bonds and securities of every nature, on margin or otherwise; and, in connection therewith, to borrow money and to pledge any and all stocks, bonds, securities, commodities, and contracts for the future delivery thereof. (4) To solicit, collect and receive monies from public authority or private donors for use of any of its purposes, or in accordance with the requirements of the public authority or wishes to the private donor if any; (5) To invest and reinvest any principal, and deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote its purposes; the power of investment and reinvestment shall not be subject to the trust principle prohibiting the mingling of assets from various donors gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

#### ARTICLE IV

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any members, director, or officer of this corporation, either directly or indirectly, other than as bona fide expenses

in carrying out the directions and authorities of the Board of Directors and officers hereof in carrying out the purposes of the association; compensation for members of the Board of Directors and the officers is hereby prohibited. In event of dissolution, except upon merger with a corporation with similar purposes, all of the assets shall be distributed for the charitable purposes set forth in ~~Article~~ II above. No provision of this Article IV shall be amended without unanimous consent of the members and the Board of Directors of this corporation.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

The location and post office address of the registered office of this corporation is:

300 Simplot Building, Boise, Idaho

#### ARTICLE VII

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each member hereof, which certificates cannot be assigned so that the transferee thereof can become a member of the association except by approval of the Board of Directors and under such regulations as the By-Laws may prescribe. The rights and interest of all members are equal.

#### ARTICLE VIII

The names and post office addresses of the incorporators and the membership of each as indicated are available on request.

#### ARTICLE IX

The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the

membership certificate shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the corporation.

#### ARTICLE X

The number of directors of the association is hereby set at 15. But, such number may be, from time to time, increased or decreased as may be prescribed in the By-Laws, provided that the number of directors shall not be less than 5. Vacancies in the Board of Directors shall be filled by appointment by the Board and shall be elected annually at the meeting of the members. The officers of the association shall be elected by the members at the annual meeting of said association and said officers shall be elected for a term of one year. The officers of this corporation shall include a Chairman, a Secretary and a Treasurer. The Chairman shall be ineligible to succeed him or her self as Chairman.

#### ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the members, represented in person or by proxy, at any annual meeting of the members or at any meeting duly called for the purpose, except where the laws of the State of Idaho otherwise provide.

#### ARTICLE XII

The authorized number and qualification of members of this corporation, voting and other rights and privileges thereof shall be set forth in the By-Laws of the corporation.

### ARTICLE XIII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporations; any director individually, or any firm of which any directors may be members, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction as may any other director. Provided, however, that this Article XIII is to be construed to allow the corporation to have the advantage of the financial, business and social contacts and positions of the directors with the only measure of the propriety of such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

### ARTICLE XIV

That on the 15th day of April, 1968, an election was held by the Fundsy, Incorporated, for the election of the Board of Directors in conformity with Chapter 11, Title 30, Idaho Code, which meeting was held at 300 Simplot Building, Boise, Idaho, at 11:00 o'clock A. M. on said day, and that at said meeting all the members of the association were present

and voted in such election, and as a result thereof the following were unanimously elected members of the Board of Directors:

Robert E. Smylie  
Robert Beatty  
Edward Cleary  
Eugene Dorsey  
Charles Hall  
Spencer Eccles  
William Sellars  
Dr. Gustav Rosenheim  
Thomas Terrill  
Mrs. Richard B. Smith  
Richard Leisman  
J. L. Scott


Thomas H. Allen  
Philip Murelaga  
Carl Burke  
Richard Chastain  
James Walp  
Everett Drown  
Dr. Robert Holdren  
J. Rich Jordan  
Westeman Whillock  
James Ruark  
George Ganz  
James Davidson  
Emmet Herndon

That said election was held pursuant to notice of the time and place of the holding of such election as required by Section 30-1102, Idaho Code, both by publication and by posting thereof as required and that such proof of election and posting is of record in the Minutes of the meeting so held and that Robert E. Smylie was the presiding officer and Robert Beatty the Secretary thereof.

In witness whereof we have set our hands and seals this 15th day of April, 1968.

  
107 Locust, Boise, Idaho

  
1517 Claremont Drive, Boise, Idaho

  
P. O. Box 200, Boise, Idaho

  
5606 Plymouth, Boise, Idaho


  
2621 Esquire Drive, Boise, Idaho



STATE OF IDAHO, )  
 ) ss.  
COUNTY OF ADA, )

On this 15<sup>th</sup> day of April, 1968, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert E. Smylie, Robert Beatty, E. W. Cleary, J. L. Scott and Charles Hall, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation, 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 Idaho  
Residing at Boise, Idaho

STATE OF IDAHO }  
COUNTY OF ADA } ss.

~~Katherine Jackson~~, being duly sworn,  
deposes and says: That she is the Principal Clerk of The Idaho  
Daily Statesman, a daily newspaper printed and published at  
Boise, Ada County, State of Idaho, and having a general circula-  
tion therein and which said newspaper has been continuously  
and uninterruptedly published in said County during a period of  
twelve consecutive months prior to the first publication of the  
notice, a copy of which is attached hereto; that said notice was  
published in the regular edition of The Idaho Daily Statesman  
for one insertion, in the issue of April 5, 12, 19 68.

Katherine Jackson, Principal Clerk  
Subscribed and sworn to before me this 17th day of

April, 19 68

Jana A. Young  
Notary Public for Idaho, Residing at Boise, Idaho

V

AFFIDAVIT OF POSTING

STATE OF IDAHO, )  
                          ) ss.  
COUNTY OF ADA, )

ROBERT E. SMYLIE, being first duly sworn, deposes and says:

That he caused the following notice, to-wit:

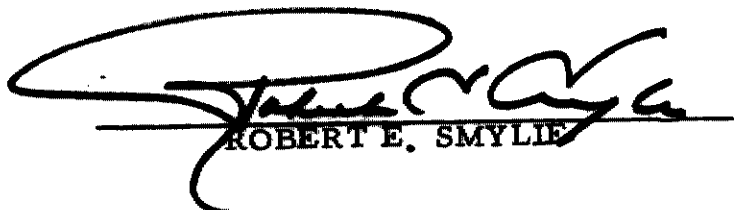
NOTICE OF ELECTION OF DIRECTORS  
FUNDSY, INCORPORATED

NOTICE IS HEREBY GIVEN That an election will be held for the office of twenty-five Directors of Fundsy, Incorporated at 300 Simplot Building, Boise, Idaho, at the hour of 11:00 A. M., April 15, 1968.

ROBERT E. SMYLIE  
Chairman

ROBERT BEATTY  
Secretary

to be posted on the exterior of the Simplot Building, 805 Idaho Street, Boise, Idaho, from April 5, 1968, through April 15, 1968.

  
ROBERT E. SMYLIE

SUBSCRIBED and SWORN to before me this 17<sup>th</sup> day of April, 1968.

  
Notary Public for Idaho  
Residing at Boise, Idaho