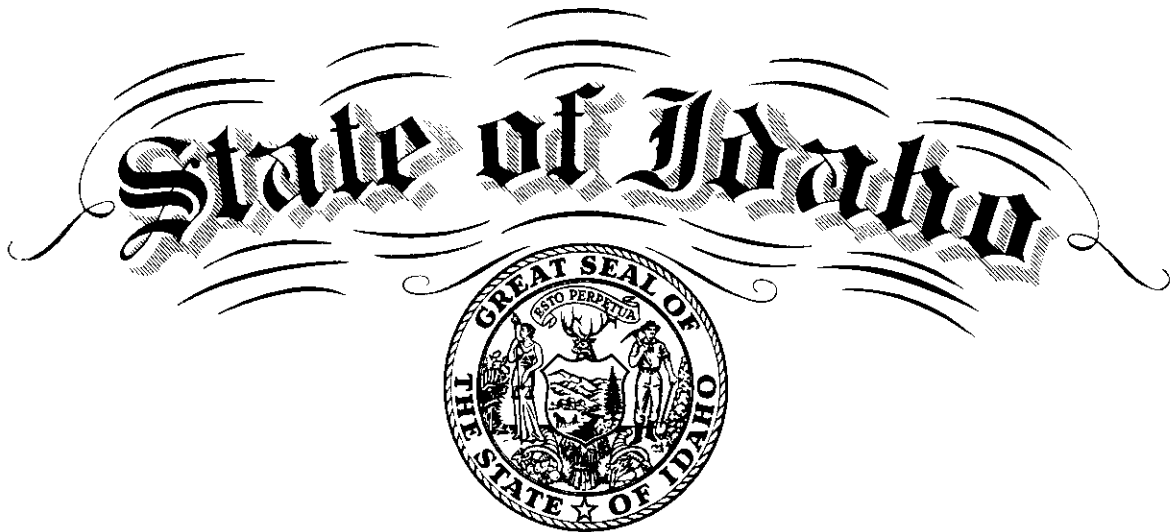




Department of State.

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

SHELLEY LIONS CLUB, INC.

was filed in the office of the Secretary of State on the **Fourteenth** day of **November,** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Shelley in the County of **Bingham**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **14th** day of **November**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

SHELLEY LIONS CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and of the State of Idaho, and each over the age of twenty one years, do by these presents voluntarily associate ourselves together for the purpose of forming a non-profit corporation under the provisions of the laws of the State of Idaho, and do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose, as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be and is Shelley Lions Club, Inc.

ARTICLE II

PURPOSE

The objects and purposes of this corporation shall be:

- (1) To form a body of men thoroughly representative of the business and the professional interests of the City of Shelley, Idaho; to unite its members in the closest bonds of good fellowship and to promote a closer business and social union among them.
- (2) To encourage active participation in all things that have to do with commercial, civic and industrial betterment.
- (3) To uphold the principles of good government.
- (4) To assist in every honorable way in furthering the interests of its members toward bringing about a better understanding among men.
- (5) To teach that organization, cooperation and reciprocity are better than rivalry, strife and destructive competition.
- (6) To encourage the application of the highest ethical standards in business and endeavor by the exchange of methods and ideas to increase efficiency in all lines represented.
- (7) To lease, purchase, hold, have, use, take possession of and enjoy, in fee simple or otherwise, any personal or real property necessary or convenient

for the uses and purposes of the corporation, and to sell, lease, mortgage, or otherwise encumber or dispose of the same at the pleasure of the corporation, and for the uses and purposes for which the corporation is formed, and to buy and sell real and personal property and to apply the proceeds of the sale, including any and all income, to uses and purposes of the corporation.

ARTICLE III

CORPORATE EXISTENCE

The term of existence of this Corporation shall be perpetual.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's registered office in this state is Shelley, Idaho, and the Post Office address of the registered office of said Corporation in the state of Idaho is Shelley, Idaho.

ARTICLE V

NON-PROFIT ORGANIZATION

The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance of any or all money received by the corporation from its operations after the payment in full of all debts and obligations of the Corporation of whatever kind and nature shall be used and distributed exclusively for charitable, scientific, and education purposes. The rights and interests of all members shall be equal.

ARTICLE VI

CONSTITUTION AND BY-LAWS

The Corporation shall adopt constitution and by-laws, which may in addition to other producements prescribed by law, provide for:

- (1) The number and qualifications of members and the terms and conditions

of admission.

(2) The time, mode, condition and effect of expulsion or withdrawal from and of restoration to membership.

(3) The assignment or transfer of the interest of members; the manner of determining the value, if any, of such interest; and the purchase value association at its option of such interest upon the death, withdrawal or expulsion of a member.

(4) Fees for admission, assessments or dues to carry on the business and purposes of the Corporation and reimbursements for services rendered and expenses incurred by the Corporation or its members; the time of payment and the manner of collecting the amounts due and for forfeiture of the interest of a member in the Corporation for non-payment thereof, and

(5) Other regulations not repugnant to the laws of the state and the objects of the Corporation.

ARTICLE VIII

DIRECTORS

Management of this Corporation shall be vested in a Board of Directors of not less than five, as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the members, as provided in the by-laws, and in the manner and the method therein provided.

ARTICLE IX

INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Earl Barsanti	335 No. Spud, Shelley, Idaho
H. A. Day	210 E. Elm, Shelley, Idaho
Donald J. Hansen	424 No. Park, Shelley, Idaho
Jack Day	386 E. Locust, Shelley, Idaho
Dewey Christensen	Shelley, Idaho

ARTICLE X

AMENDMENTS

The Corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 7th day of November, 1961.

Earl Marsanti
H. A. Day
Donald J. Hansen
Jack Day
Dewey Christensen

STATE OF IDAHO)ss.
COUNTY OF BINGHAM)

On this 7th day of November in the year 1961, before me Robert C. Thomas, a notary public in and for said State of Idaho, personally appeared Earl Marsanti, H. A. Day, Donald J. Hansen, Jack Day, Dewey Christensen known to me (~~or proved to me on the oath of _____~~) to be the persons whose names 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 written above.

Robert C. Thomas
Notary Public for Idaho,
Residing at Shelley, Idaho
My commission expires 10-5-63.