

# 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 SAWTOOTH SOARING CLUB, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **May** A. D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on **Film 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 **Sun Valley,** in the County of **Blaine** 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 **27th** day of **May**, A.D., 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION  
OF  
THE SAWTOOTH SOARING CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 11 of Title 30, Idaho Code, and we hereby certify in writing:

I.

That the name of said corporation shall be "The Sawtooth Soaring Club, Inc."

II.

That the purposes for which said corporation is formed are:

(1) To maintain sailplanes and airplanes for the instruction and use of the members of this Club and of their families and such other persons as the board of directors may from time to time designate. This is the specific and primary purpose for which this corporation is formed.

(2) To provide instruction and to encourage flight training by making available ground school and flight instruction in sailplanes.

(3) To unite those interested in sailplanes.

(4) To engage in any activity that is, or appears to be necessary or convenient with the purposes set forth in paragraphs (1), (2) and (3) above including, but not limited to the following:

a. To purchase, lease, own, sell, mortgage, sub-lease or otherwise acquire or dispose of lands, buildings, easements or real property to provide a common meeting place for the members of this Club, and to hold sailplane exhibitions, displays, demonstrations, contests and events.

b. To purchase, lease, own, sell, mortgage, sub-lease, maintain or otherwise acquire or dispose of sailplanes and airplanes and all other personal property necessary or convenient for the instruction and use of the members of the Club.

1                   c. This corporation shall have each and all of the  
2 powers given to such corporations by the statutes of the  
3 State of Idaho as now existing or as hereafter amended but  
4 not limited by the generality of the foregoing.

5                   d. This corporation shall have the right through its  
6 officers and directors to borrow money for any purposes or  
7 object whatsoever in any way connected with, related to,  
8 required for, or necessary for the carrying out of the  
9 purposes and objects of this corporation and to make, issue  
10 and deliver in return for any moneys borrowed, notes,  
11 debenture bonds, certificates or other evidences of indebtedness  
12 that the directors or the officers may from time to time  
13 decide upon, and to secure the payment of any such evidence  
14 of indebtedness that may be issued, by mortgages or deeds  
15 of trust covering both real and personal property of the  
16 corporation, or by assignment of the income of the corporation.

17                                   III.

18                   The original members of this corporation shall be all those  
19 persons who are bona fide members of The Sawtooth Soaring Club, Inc.,  
20 an unincorporated association, in good standing at the time these articles  
21 are filed, and such other persons who may in the future be admitted to  
22 membership in the corporation in accordance with the By-Laws of this  
23 corporation, it being specifically provided that the said corporation may  
24 provide for the admission of such future members in such manner and  
25 method and under the authority of Section 30-1108, Idaho Code.

26                                   IV.

27                   The corporation shall have its registered office in the Village  
28 of Sun Valley, County of Blaine, State of Idaho, and the Post Office address  
29 of the registered office of this corporation in the State of Idaho shall be  
30 Sun Valley, Idaho.

1 V.

2 The term for which this corporation shall exist is perpetual  
3 from and after the date of its incorporation.

4 VI.

5 The Directors, officers and members of this corporation  
6 shall be as follows:

7 (1) Said corporation shall be managed by a Board of  
8 Directors of not less than five or more than one hundred  
9 members, which said Board shall have charge and manage-  
10 ment of the real estate and personal property of the corpora-  
11 tion and the promotion, operation and management of said  
12 corporation. The exact number, terms and qualifications  
13 shall be as provided by the By-Laws.

14 (2) The officers shall be as provided by the By-Laws of the  
15 corporation.

16 (3) The rights and interests of all members shall be equal  
17 and no member can have or acquire a greater interest in  
18 the corporation than any other member and no member of the  
19 corporation shall be allowed more than one vote on any  
20 question.

21 (4) The corporation shall not issue any capital stock but  
22 shall issue membership certificates to each member.

23 (5) Membership certificates shall be nontransferable and  
24 subject to revocation under termination as provided in the  
25 By-Laws of the corporation.

26 VII.

27 The corporation shall be operated on a non-profit basis for  
28 the mutual benefit of its members. It is anticipated that there will not be  
29 a profit or surplus, but if a profit or surplus does in fact occur, then such  
30 profit or surplus shall be used to further the objects and purposes of the  
31 corporation provided, however, that in no event shall the profits or surplus of the  
32 corporation be paid to the members of the corporation.

VIII.

That in accordance with the provisions of Section 30-1102 Idaho Code an election was held on the 22nd day of May, 1965, for the purpose of electing at least five Directors of the Board under which said corporation elects to operate, said election being held at the Lobby of the Sun Valley Lodge, Sun Valley, Blaine County, Idaho, at 8:00 o'clock P.M. That a notice of the time and place of the holding of said election of Directors was given by publication of a notice to said effect once a week for three consecutive weeks to-wit: May 6, 13 and 20, 1965, in the Hailey Times, a newspaper published in the City of Hailey, Idaho, and by posting a like notice for the same period of time in a conspicuous place in the Sun Valley Lodge, Sun Valley, Idaho, where said election was held. That at such meeting a quorum of the members of the Sawtooth Soaring Club, Inc. being present a majority of the members present voted for and there were elected as Directors of said corporation the following persons, to-wit:

NAME	RESIDENCE
Dale L. McCormick	Ketchum, Idaho
Jack Witherspoon	Twin Falls, Idaho
Thornly Williams	Hailey, Idaho
Mae McCormick	Ketchum, Idaho
Elmer J. Sommer	Twin Falls, Idaho
Louis S. Stur	Ketchum, Idaho

IX.

That this corporation shall have the right to adopt a set of By-Laws in accordance with the provisions of Section 30-1108 Idaho Code.

X.

The By-Laws of this corporation may be repealed, amended and new By-Laws enacted as follows:

(1) At any regular meeting of the members of the corporation or ~~any~~ special meeting, at which the intention is to so repeal, amend or adopt new By-Laws is stated in the notice calling said meeting, by a majority of all those present at

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

the meeting; or,

(2) By a two-thirds vote of the member of the Board of Directors at any regular meeting of said Board or at a special meeting of said Board called for said purposes.

XI.

These articles of incorporation may be amended in any manner at any regular meeting of the members of this corporation by a vote of a majority of a quorum attending such meeting, provided public notice of the intention to amend the articles of incorporation shall have been given by publication at least once a week for three weeks in a newspaper published in Blaine County, Idaho. The published notice shall designate the meeting at which it is intended to vote on the proposition of amending the Articles of Incorporation, and shall state the manner in which it is intended to amend the articles of incorporation and the time and place of said regular meeting.

XII.

All meetings of the members of this corporation shall be held pursuant to notice of the time and place given to each member by the Secretary mailing the same by ordinary mail at least ten days prior to such meeting. After notice has been so given, the members present at such meeting shall constitute a quorum for the transaction of the business of this corporation. There shall be at least one such meeting each year held on the fourth Saturday of May of each year and as many other meetings of the members as are necessary to transact the business of the corporation.

XIII.

The names and the residences of the incorporators are as follows:

NAME	RESIDENCE
Dale L. McCormick	Box 76 Ketchum, Idaho
Jack Witherspoon	252 Walnut Street Twin Falls, Idaho

Louis S. Stur

Ketchum, Idaho

Thornly Williams

Box 393  
Hailey, Idaho

Mae McCormick

Box 76  
Ketchum, Idaho

Elmer J. Sommer

Route 2  
Twin Falls, Idaho

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned incorporators of this corporation have executed these articles this 22nd day of May, 1965.

Dale L. McCormick  
Jack B. Witherspoon  
Thornly Williams  
Mae McCormick  
Elmer J. Sommer  
Louis S. Stur

STATE OF IDAHO )  
                          ) ss.  
County of Blaine )

On this 22nd day of May, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared Dale L. McCormick, Louis S. Stur, Jack Witherspoon, Thornly Williams, Mae McCormick and Elmer J. Sommer, known to me to be the persons whose names are subscribed to the foregoing 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.

J. W. Hlavicek  
Notary Public for Idaho  
Residing at ~~Sun Valley~~ Hailey, Idaho.  
HAILEY