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SECRETARY OF STATE  
STATE OF IDAHO

RESTATED ARTICLES OF INCORPORATION  
OF  
CALDWELL ROTARY FOUNDATION, INC.  
[First Amendment]

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being the duly authorized officers and agents of the members and directors of Caldwell Rotary Foundation, Inc., pursuant to a special meeting of the members and the board of directors held on the 4<sup>th</sup> day of November, 2009 at which meeting a quorum of the members and directors were present and voting and by unanimous vote pursuant to Idaho Code §§ 30-3-91, 30-3-90 and 30-3-94 authorized the duly elected and serving President and Secretary of this Non-profit Corporation to submit these Restated Articles of Incorporation to the Secretary of State of the state of Idaho pursuant to I.C. § 30-3-94 together with the certificate and to hereby make, subscribe and execute the following Restated Articles of Incorporation of Caldwell Rotary Foundation, Inc., and we hereby certify that these Restated Articles of Incorporation correctly set forth the corresponding provisions of the Articles of Incorporation with amendments as follows:

Article IV <i>Purposes</i>	Beginning sentence added.
Article VI <i>Registered Office and Registered Agent</i>	Article amended to include current registered office and registered agent.
Article VIII <i>Directors</i>	Article re-designated <i>Currently Appointed and Serving Members of the Board of Directors</i> and amended to include current address information.
Article IX <i>Incorporators</i>	Article amended to include current address information.
Article X <i>Disposition of Assets on Dissolution</i>	Added in its entirety.

ARTICLE I  
NAME

The name of the corporation is CALDWELL ROTARY FOUNDATION, INC.

ARTICLE II  
NON-PROFIT

The corporation is formed for non-profit purposes.

ARTICLE III  
DURATION

The period of its duration is perpetual.

IDAHO SECRETARY OF STATE  
11/06/2009 05:00  
CK: 7300 CT: 242049 RH: 1194393  
1 @ 30.00 = 30.00 NON PROF A # 3  
1 @ 20.00 = 20.00 NON EXPEND # 4

## **ARTICLE IV PURPOSES**

The corporation is organized exclusively for charitable, religious, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes for which the corporation is organized are:

1. To conduct and carry on benevolent, charitable, civic and educational activities by promoting the means and opportunities for the education and enjoyment of the public; and to do all and every thing necessary, suitable, and proper for the attainment of any of the purposes hereinabove set forth, all within the meaning of Section 501(c)(3) of the Internal Revenue Code, and that the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

2. This corporation shall have and may exercise such powers as may be conferred upon a non-profit corporation by the laws of the State of Idaho, and as may be necessary and expedient for the administration of the affairs and attainment of the purposes of this corporation, provided that in no event shall this corporation engage in activities which are not benevolent, charitable, civic or educational in nature.

3. All of the properties and assets of this corporation are irrevocably dedicated to benevolent, charitable, civic and educational purposes. No part of the net earnings, properties or assets of this corporation on dissolution or otherwise shall enure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to one or more non-profit funds, foundations, or corporations organized and operated exclusively for benevolent, charitable, civic or educational purposes and which are exempt from income taxation under the laws of the State of Idaho and from income taxation under the Internal Revenue laws of the United States of America. In the event said Board of Directors fails to select such a distributee, or if the named distributee is not qualified to accept said distribution, then the property of the corporation shall be distributed to one or more non-profit charitable funds, foundations, or corporations having functions as stated in the preceding sentence, and similarly exempt from the designated classes of taxation, or to the State of Idaho, or to any political subdivision thereof, for benevolent, charitable, civic or educational purposes, as shall be directed by decree of the District Court of the State of Idaho, in and for the County of Canyon, upon petition filed by any party concerned in the liquidation.

## **ARTICLE V STOCK**

This corporation does not have and shall not have any capital stock.

**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the corporation is 607 Kiser Road, Caldwell, Idaho 83607, and the name of its registered agent is Charles E. McHugh.

**ARTICLE VII  
MEMBERSHIP**

This corporation shall have a membership to be selected in accordance with the provisions of its By-Laws. There shall be no limitation on the number of members so long as they are active members of the Caldwell Rotary Club, and they shall all belong to one class and shall have full equality of right. Members shall have no property rights in the corporation or any of its assets.

**ARTICLE VIII  
CURRENTLY APPOINTED AND SERVING MEMBERS  
OF THE BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

<b>NAME</b>	<b>ADDRESS</b>
Jerald Bauman	910 E. Ash Street, Caldwell ID 83605
Charles McHugh	607 Kiser Lane, Caldwell ID 83607
K. Vaughn Wagoner	2200 N Cassia Street, Nampa ID 83651
Robert Jenkins	915 Main, Suite 1000, Caldwell ID 83605
Donald Suggs	607 Garber Street, Caldwell ID 83605

**ARTICLE IX  
INCORPORATORS**

The names and addresses of the incorporators are:

<b>NAME</b>	<b>ADDRESS</b>
Jerald Bauman	910 E. Ash Street, Caldwell ID 83605
Charles McHugh	607 Kiser Lane, Caldwell ID 83607
K. Vaughn Wagoner	2200 N Cassia Street, Nampa ID 83651
Robert Jenkins	915 Main, Suite 1000, Caldwell ID 83605
Donald Suggs	607 Garber Street, Caldwell ID 83605

**ARTICLE X  
DISPOSITION OF ASSETS ON DISSOLUTION**

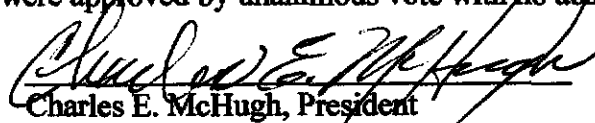
Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or

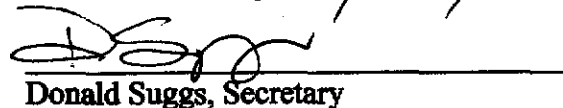
corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**CERTIFICATION**  
[I.C. § 30-3-94 (8)]

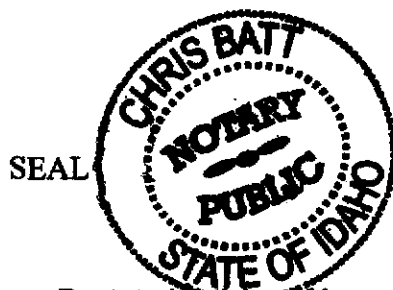
IN WITNESS WHEREOF, we the undersigned President and Secretary of this corporation do hereby certify to the Secretary of State of the state of Idaho that:

- We have executed these Restated Articles of Incorporation this 4<sup>th</sup> day of November, 2009; and
- The above Restated Articles of Incorporation include amendments to the Articles of Incorporation that require approval of the members; and
- A membership meeting of this Corporation was duly held on the 4<sup>th</sup> day of November, 2009 with notice of the meeting served upon the members with a text of the amendments to the amended Articles of Incorporation; and
- There was only one class of members of this Corporation of which there were 5 members entitled to vote; and
- At the membership meeting held on the 4<sup>th</sup> day of November, 2009, there were 5 members present, which was sufficient for a quorum to conduct business at which meeting the amendments to the Articles of Incorporation which are contained in the above stated Restated Articles were approved by unanimous vote with no abstentions.

  
Charles E. McHugh, President

  
Donald Suggs, Secretary

SUBSCRIBED and SWORN to before me this 4<sup>th</sup> day of November, 2009.



Notary Public for Idaho

Residing at Boise

My commission expires: 5/17/2011

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