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STATE OF IDAHO

IDAHO SECRETARY OF STATE  
09/24/2003 05:00  
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***Articles of Incorporation  
of  
Oneida Stake Academy Foundation, Inc.***

**(A Non-Profit Corporation)**

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years do hereby execute and make the following Articles of Incorporation for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

**ARTICLE I: NAME**

The name of this corporation shall be ONEIDA STAKE ACADEMY FOUNDATION, INC.

**ARTICLE II: PURPOSES**

The purpose of which the corporation is organized is to receive and maintain gifts and bequests of money and property and to distribute money and property for capital expenditures on an historic building, and to pursue charitable, educational, and conservatorship activities in relation to the Oneida Stake Academy.

**ARTICLE III: POWERS**

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Title 30, Chapter 3 of the Idaho Code and

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Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. (References hereafter to the Internal Revenue Code of 1954, as amended, shall be to the "Code".) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE IV: MEMBERSHIP CERTIFICATES

This corporation shall not have capital stock. This corporation shall have members. Each member shall be issued a membership certificate and shall have one vote. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member. The memberships shall be non-assessable.

#### ARTICLE V: RESTRICTION

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(b) During any period the corporation is deemed to be a private foundation as defined in Section 509 of the Code, the corporation shall distribute its income (but not to members) for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; the corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holding (as defined

in Section 4943(c) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE VI: AMENDMENTS

All provisions of these Articles of Incorporation shall be subject to amendment, consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501(c)(3) of the Code, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, provided that due notice of the amendment is included in the notice of said meeting.

#### ARTICLE VII: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the State of Idaho, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

### ARTICLE VIII: ORIGINAL INCORPORATORS

The names and addresses of the original incorporators are as follows:

Kim Wilson  
736 Northern Circle  
Salt Lake City, Utah 84145

Leo Geddes  
53 East 2<sup>nd</sup> South  
Preston, Idaho 83263

Doug West  
181 South 2<sup>nd</sup> East  
Preston, Idaho 83263

Joseph Linton  
293 Boulevard  
Logan, Utah 84321

Don A. Hampton  
650 East 400 South  
Preston, Idaho 83263

Necia P. Seamons  
993 South 2400 East  
Preston, Idaho 83263

V. Elliott Larsen  
3704 South Hwy. 34  
Preston, Idaho 83263

### ARTICLE IX: ORIGINAL DIRECTORS

The names and addresses of the directors of the corporation are as follows:

Kim Wilson  
736 Northern Circle  
Salt Lake City, Utah 84145

Leo Geddes  
53 East 2<sup>nd</sup> South  
Preston, Idaho 83263

Doug West  
181 South 2<sup>nd</sup> East  
Preston, Idaho 83263

Joseph Linton  
293 Boulevard  
Logan, Utah 84321

Don A. Hampton  
650 East 400 South  
Preston, Idaho 83263

Necia P. Seamons  
993 South 2400 East  
Preston, Idaho 83263

V. Elliott Larsen  
3704 South Hwy. 34  
Preston, Idaho 83263

#### ARTICLE X: OFFICERS

The names and addresses of the officers of the corporation are as follows;

Necia P. Seamons, President  
993 South 2400 East  
Preston, Idaho 83263

Don A. Hampton, Vice President  
650 East 400 South  
Preston, Idaho 83263

V. Elliott Larsen, Secretary/Treasurer  
3704 South Hwy. 34  
Preston, Idaho 83263

#### ARTICLE XI: REGISTERED OFFICE

The location and post office address of the registered office of the corporation is 993 South 2400 East, Preston, Idaho.

The name of the registered agent is Necia P. Seamons, whose business address is 993 South 2400 East, Preston, Idaho 83263.

#### ARTICLE XII: MAILING ADDRESS

The mailing address of the corporation is P.O. Box 555, Preston, Idaho 83263.

### ARTICLE XIII: MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the By-Laws, but in no case shall the number of directors be less than seven (7). The directors shall hold their offices for three (3) years, or such other period as the By-Laws shall determine and until their successors are elected and qualified.

### ARTICLE XIV: LIMITATION OF DIRECTOR LIABILITY

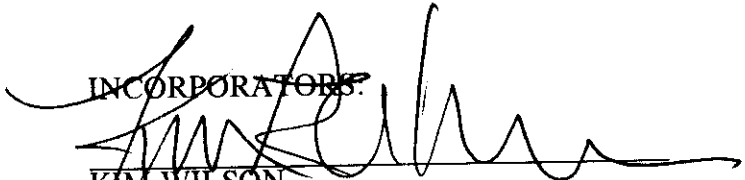
The personal liability of a director, to the corporation or its stockholders, for monetary damages for breach of fiduciary duty as a director, is eliminated to the full extent provided for by Idaho Code Section 30-1-54(2).

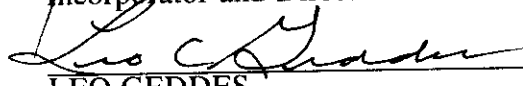
### ARTICLE XV: BY-LAWS

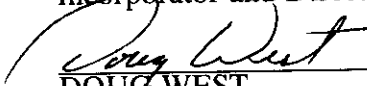
The power to repeal any of the By-Laws and adopt new By-Laws shall rest with the Board of Directors by majority vote of the Directors.


IN WITNESS WHEREOF, The incorporators of Oneida Stake Academy Foundation, Inc., have executed these Articles of Incorporation this 30<sup>th</sup> day of August, 2003.


INCORPORATORS:

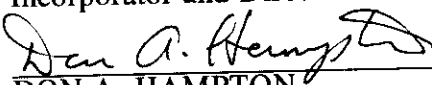
  
KIM WILSON  
Incorporator and Director

  
LEO GEDDES  
Incorporator and Director

  
DOUG WEST  
Incorporator and Director

  
JOSEPH LINTON  
Incorporator and Director

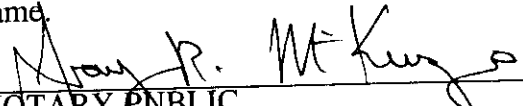
  
NECIA P. SEAMONS  
Incorporator and Director

  
DON A. HAMPTON  
Incorporator and Director

  
V. ELLIOTT LARSEN  
Incorporator and Director

STATE OF IDAHO                    )  
  ) ss.  
COUNTY OF FRANKLIN        )

On this 30<sup>th</sup> day of August, 2003, before me, a Notary Public in and for said State, personally appeared Kim Wilson, Leo Geddes, Doug West, Joseph Linton, Necia P. Seamons, Don A. Hampton, and V. Elliott Larsen, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

  
NOTARY PUBLIC  
Residing at: Preston, ID  
My Commission Expires: 16 NOV 03