

**ARTICLES OF INCORPORATION FOR
THE SHAMROCK LADIES' CLUB, INC.**

For Office Use Only

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The undersigned, in order to form a nonprofit corporation under the provisions of the Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

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**ARTICLE I.
NAME OF CORPORATION, OFFICE**

- 1.1 **Corporate Name.** The name of the corporation shall be THE SHAMROCK LADIES' CLUB, INC. (the "**Corporation**").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at 1041 Mann Creek Road, Weiser, Idaho 83672.

**ARTICLE II.
PURPOSE AND POWERS OF CORPORATION**

- 2.1 **Purpose.** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The intent of the Incorporator is to create a tax-exempt entity under the authority of section 501(c)(3) of the Internal Revenue Code.
- 2.2 **General Authority.** The Corporation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose, including those general powers set forth in the Idaho Nonprofit Corporation Act.
- 2.3 **Dedication of Assets, Earnings, Activities.** The assets of the Corporation are expressly dedicated to the exempt purposes of a 501(c)(3) organization. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

**ARTICLE III.
INITIAL DIRECTORS**

The initial Directors shall be:

Jill Grandi, 2294 Weiser River Road, Weiser, Idaho 83672.

Marg Chipman, 315 McGinnis Drive, Weiser, Idaho 83672.

Tonya Capurro, 1041 Mann Creek, Weiser, Idaho 83672.

**ARTICLE IV.
INITIAL REGISTERED AGENT**

The initial registered agent shall be Jill Grandi, whose address is stated above 2294 Weiser River Rd., Weiser, Idaho, 83672.

**ARTICLE V.
INCORPORATOR**

The incorporator is Emily Geddes whose address is Smith + Malek PLLC, 601 E. Front Avenue, Suite 304, Coeur d'Alene, Idaho 83814.

**ARTICLE VI.
NON-MEMBERSHIP CORPORATION**

The Corporation shall not have members. The Corporation shall be governed by its Board of Directors.

**ARTICLE VII.
DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- 6.1 **Requirements for Dissolution.** The Corporation may be dissolved upon the unanimous consent of the Board of Directors voting at a duly noticed meeting of the Board.
- 6.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to (a) a State or political subdivision thereof for a public purpose or (b) to another organization for one or more exempt purposes described in § 501(c)(3), Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.
- 6.3 **Statutory Provisions.** Except as otherwise provided above, dissolution shall be accomplished in compliance with Idaho Code § 30-30-1001, *et seq.*

**ARTICLE VIII.
BOARD OF DIRECTORS**

- 7.1 **Management Vested in the Board of Directors.** The Board of Directors ("**Board**") shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real property; (c) monitor the Corporation's financial affairs; (d) determine the general policies under which the Corporation shall operate; (e) hire and supervise the

Corporation's Chief Executive Officer; and (f) and take any other lawful action to protect and advance the interests of the Corporation.

- 7.2 **Board of Directors.** The Board shall consist of no less than three (3) Directors who shall serve staggered three (3) year terms. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose of electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. Directors may serve consecutive terms.
- 7.3 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.
- 7.4 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary, and Treasurer. One person may serve as both Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer's authority shall terminate upon delivery of said resolution to the Secretary.
- 7.5 **Action of the Board.** The action of the Board shall be the action of the Corporation.

ARTICLE IX. AMENDMENTS

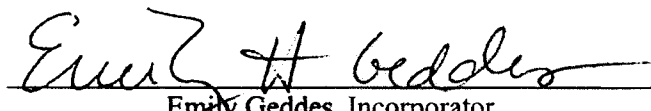
The Directors, by majority vote, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 7.3.

ARTICLE X. NONDISCRIMINATION POLICY

The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, familial status, or national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of Idaho Code § 30-30-626.


Emily Geddes, Incorporator