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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NATIONAL ORGANIZATION OF AMERICA'S DISABLED, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of NATIONAL ORGANIZATION OF AMERICA'S DISABLED, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 5, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seibel*

[NONPROFIT ORGANIZATION WITH MEMBERS]

ARTICLES OF INCORPORATION

OF

NATIONAL ORGANIZATION OF AMERICA'S DISABLED, INC.

Nov 5 10 55 AM '93
SECRETARY OF STATE

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME: The name of the Corporation is NATIONAL ORGANIZATION OF AMERICA'S DISABLED, INC.

ARTICLE II

NONPROFIT STATUS: The Corporation is a nonprofit corporation.

ARTICLE III

PERIOD OF DURATION: The period of duration of the Corporation is perpetual.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT: The location of this Corporation is in the City of Nampa, County of Canyon, State of Idaho. The address of the initial registered office is 4717 Airport Road, Nampa, Idaho 83687 and the name of the initial registered agent at this address is Robert B. Eddy.

ARTICLE V

PURPOSES: The purposes for which the Corporation is organized and will be operated are as follows:

A. To administer for charitable purposes property donated to the Corporation, including without limitation:

(1) To distribute property for such purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(2) To distribute property to qualifying individuals suffering from documented disabilities.

(3) To modify any restriction or condition on the distribution of funds for any specific charitable purposes or to specific organizations if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, undesirable, incapable of fulfillment, or inconsistent with the charitable need of the Disabled Community.

B. To organize a network of disabled people with, all types of disabilities, to form a unified voice and sense of direction.

(1) To gather and distribute information to members notifying them of government and private funds and services available to them.

(2) To publish pamphlets, lists, and literature to inform our members of Departments, Organizations and Agencies which deal with their particular disability.

(3) To assist the members in obtaining these various services in any manner possible.

(4) To financially assist members, as merited, through transitional periods as they are making application with the various Organizations and Agencies..

(5) To promote the abilities of the disabled community to the business community and assist companies with information and help in to obtaining low cost conformity to the American Disabilities Act.

C. Other charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI

LIMITATIONS: No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributed to, its members, (except as noted in Article V, Section B, 4) 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 V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the presentation of the results of various poles and surveys conducted by the Corporation, to the elected officials empowered to act on the various issues poled and surveyed, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of 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 by a corporation exempt from federal

income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

MEMBERS: The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS: The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald K. Gibson	1023 S. Ivy #29, Nampa, Idaho 83651
Robert B. Eddy	323 E. Michigan, Nampa, Idaho 83686
Rick J. Williams	7102 Ravenswood, Boise, Idaho 83709

ARTICLE IX

MEMBERSHIP DUES: Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X

DISTRIBUTION ON DISSOLUTION: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so

distributed shall be distributed by the district court of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI

INCORPORATORS: The names and street addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald K. Gibson	1023 S. Ivy #29, Nampa, Idaho 83651
Robert B. Eddy	323 E. Michigan, Nampa, Idaho 83686
Rick J. Williams	7102 Ravenswood, Boise, Idaho 83709

ARTICLE XII

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

DATED this 5TH day of NOVEMBER, 1993.


Gerald K. Gibson, Director


Robert B. Eddy, Director


Rick J. Williams, Director

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