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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE MAGIC VALLEY FOSTER CARE ADVOCACY COUNCIL, INCORPORATED

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 THE MAGIC VALLEY FOSTER CARE ADVOCACY COUNCIL, INCORPORATED 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: July 20, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By Valerie Flint

RECEIVED
SEC. OF STATE

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CORPORATE CHARTER

STATE OF IDAHO.)
)
)
TWIN FALLS COUNTY)

TO.....Secretary of State
We the undersigned,

ADDRESS

| NAME | NO. | STREET | CITY |
|-------------------|--------------------|------------|----------|
| E. I. Williams | 3057 S, 1200 E | Hagerman | ID 83332 |
| Carol A. Williams | 3057 S, 1200 E | Hagerman | ID 83332 |
| Dawna Eliason | 100 Park Avenue | Hazelton | ID 83335 |
| Doris Fuller | 726 Shoshone W. | Twin Falls | ID 83301 |
| Pat McKay | 401 East Avenue F | Jerome | ID 83338 |
| Jan Rogers | 2150 N, 2200 E | Filer | ID 83328 |
| Lawrence Vedder | 1339 Evergreen | Twin Falls | ID 83301 |
| Barbara Homan | 506 Wisman | Hansen | ID 83334 |
| Frannie McMahon | 1059 Pinewood Cir. | Twin Falls | ID 83301 |
| Dale Wahquist | 531 5th Avenue | Burley | ID 83318 |
| Carol Layne | 126 North Adams | Jerome | ID 83338 |
| Nancy Clark | 460 Main Avenue | Twin Falls | ID 83301 |

Being natural persons of the age of twenty-one or more and initiators of the corporation to be organized pursuant hereto, for the purpose of forming a non-profit corporation under Idaho Code, Chapter 3, Sections 30-301, et seq., Non-Profit Corporation Act of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is The Magic Valley Foster Care Advocacy Council, Incorporated. The registered agent is Mr. E. I. Williams, c/o Department of Health & Welfare, 460 Main Avenue South, Twin Falls, ID 83301

ARTICLE TWO

The address of the corporation's initial registered office in the City of Twin Falls, County of Twin Falls and State of Idaho is:

Magic Valley Foster Care Advocacy Council
C/o Department of Health and Welfare
P.O. Box 460 MAIN AVE South
Twin Falls, Idaho 88301

ARTICLE THREE

The duration of the corporation is: In Perpetuity.

ARTICLE FOUR

The purposes for which the corporation is organized are as follows:

1. To promote the recruitment and retention of foster homes, including, but not limited to shelter care, crisis nursery care, respite care, adolescent care, and other specialized residential facilities as may be determined by community needs throughout the area known as the Fifth Region of the Department of Health and Welfare of the State of Idaho.
2. To promote the widespread dissemination, within the aforesaid Region, information regarding the efficacy and necessity for a well-organized and well-trained cadre of foster parents and homes; to the end that the public will be aware of their integral contribution to the treatment of abused and neglected children; and the re-unification of families.
3. To sponsor and promote an on-going program for the initial pre-service, in-service, and up-grade training for foster parents which is comprehensive, professional, and effective in maintaining an area-wide reservoir of foster parents from which to draw in the Department treatment program.
4. To sponsor and promote an on-going Foster Parents' Program to the end that it will provide a forum for said foster parents to gather, socialize, exchange, and examine mutual problems.

In support of the above enumerated purposes, intermediate objectives include, but are not limited to:

- a. Soliciting and receiving monetary contributions (including grants from private or governmental entities) for:
 - i. Pre-service, In-service, and up-grade training in available "state of the art" techniques.
 - ii. Workshops to increase the knowledge and expertise of foster parents.
 - iii. Provision of needed, but unbudgeted, necessary and desirable supplies for children in foster care.
 - iv. Carrying out public relations informational, and recruitment events, and announcing training affairs.
 - v. Start-up and maintenance funds for special care facilities.
- b. Contracting with the Department of Health and Welfare to provide non-professional services to the end that professional personnel will be able to devote their time to their individual professional duties.
- c. Constructing, fabricating, and carrying out various training programs.
- d. Acquisition of informational materials about effective programs in other areas and regions for evaluation and adoption.

ARTICLE FIVE

Corporate Operations and Officers:

General membership of the corporation shall be composed of those

persons who have skills, talents, time, or other assets to dedicate to the purposes of the corporation, and desire to assist in the effectuating of such purposes.

The on-going, day-to-day business of the corporation shall be conducted by and in behalf of the corporate officers which shall be as follows:

1. Corporate President; who shall be responsible for the continuing operation of corporate business.

2. Executive Vice-President; who shall be responsible for the continuing operation of corporate business under the general direction of the President; and who will be responsible for fiscal records, files and correspondence. The Executive Vice President will also act as president in the elected president's absence.

3. Corporate Secretary; who shall be responsible for the corporate records, (exclusive of financial records) record keeping and retention, as well as correspondence and maintenance of files, not including fiscal files, correspondence and records.

ARTICLE SIX

General policy of the corporation shall be initiated and implemented by a board of directors which shall be composed of:

1. Chairman of the Board; who shall function as a leader of the board, schedule periodic meetings, and be responsible for receiving, accumulating, and assimilating items for the consideration of the board. The Chairman shall cast deciding votes when tie votes arise.

2. Vice-Chairman; who assumes the responsibilities of the Chairman when the chair is vacant or absent.

3. Secretary of the Board; who shall be responsible for records, files and correspondence of the Board.

4. Fiscal Member; who shall examine any out-of-pocket expenses of board members, and apply to the Executive Vice President of the Corporation for reimbursement; and will be responsible for fiscal records, files and correspondence.

5. Members at Large; who are full voting members of the board. In cases of vacancy, the Chairman may appoint interim members until the next election.

6. Corporate Officers are, ab initio, and, in perpetuity, members of the Board of Directors.

Election of Officers and members of the Board shall be held annually, as conveniently as possible after the first of the calendar year.

The Chairman of the Board shall normally be from the public at large; or, in the case of a Chairman who is an employee of the Department of Health and Welfare, the Vice Chairman shall be a member from the public at large.

Business of the Board shall only be conducted by a quorum which shall consist of at least five (5) members.

Proxies shall only be allowed in deciding policy issues if presented to an officer of the Board five (5) days in advance of the meeting in which the issue in question is to be presented; and members present, if constituting a quorum, shall prevail and be presumed to speak for absent members.

ARTICLE SEVEN

The Initial Board of Directors, who shall serve until the first annual election are the following:

| | | |
|-------------------|-------------------|----------------------|
| E. I. Williams | 3057 S, 1200 E | Hagerman, ID 83332 |
| Carol A. Williams | 3057 S, 1200 E | Hagerman, ID 83332 |
| Dawna Eliason | 100 Park Avenue | Hazelton, ID 83335 |
| Doris Fuller | 726 Shoshone | Twin Falls, ID 83301 |
| Pat McKay | 401 East Avenue F | Jerome, ID 83338 |
| Jan Rogers | 2150 N, 2200 E | Filer, ID 83328 |
| Lawrence Vedder | 1339 Evergreen | Twin Falls, ID 83301 |
| Barbara Homan | 506 Wisman | Hansen, ID 83334 |

The preceding articles of incorporation are acknowledged and accepted by all of us as incorporators:

Thel Williams
Carol Williams
Barbara Loman
Frances Mc Melo
Dale Wahlgren
Pat McKay
Dawnal Gibson
Doris Fuller
Nancy Clark
Carol Lapp
Doris H. Rogers
Rev Lawrence M. Verner
.....

INCORPORATORS

OATH OF ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss
COUNTY OF TWIN FALLS)

I, DeRee Capps, a Notary Public, do hereby
certify that on the 6th day of July, 1992 personally
appeared before me and being first duly sworn by me severally
acknowledged that they signed the foregoing document in the
respective capacities therein set forth and declared that the

statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day
and year above written.

DelRae Cappa
Notary Public