



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

*MINIDOKA COUNTY SENIOR SERVICES, INC.*

was filed in the office of the Secretary of State on the *19th* day of *January* A.D., One Thousand Nine Hundred *seventy-six* and ~~will be~~ ~~fully recorded on Film No. microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~Perpetual Existence~~ from the date hereof, with its registered office in this State located at

*Rupert, Idaho* in the County of *Minidoka*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *19th* day of *January*, A.D., 19 *76*

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
MINIDOKA COUNTY SENIOR SERVICES, INC.

KNOW ALL PERSONS TO WHOM THESE PRESENTS COME:

THAT WE, the undersigned, being citizens of the United States of America and of lawful age, for the purpose of forming a non-profit corporation pursuant to Chapter 1, Title 30, Section 117A of the Idaho Code, and for the purposes expressed herein, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be MINIDOKA COUNTY SENIOR SERVICES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual duration.

ARTICLE III

PLACE OF BUSINESS

The location and post office address of the corporation's registered office in the State of Idaho is 809 H. Street, Rupert, Idaho, 83350 or such other address as shall be set forth in the By-Laws of this corporation.

ARTICLE IV

PURPOSES AND POWERS

This corporation is organized for the purpose of promoting, encouraging, and advancing the social, nutritional, educational, and economic welfare of all senior citizens in

the geographic area of Idaho described in the By-Laws of the corporation. In furtherance of this broad purpose, the corporation is empowered to: (1) collect, prepare, and circulate information on all aspects of aging programs and activities; (2) provide guidance, leadership, consultation, and assistance to existing agencies and to communities seeking to establish new senior citizen centers; (3) provide opportunities for the exchange of ideas and information through conferences, seminars, and other means of communication; (4) establish a referral service for interested persons to other agencies; (5) assist in improving and increasing services to older persons by working closely with organizations and governmental agencies at all levels; (6) improve service through the encouragement and initiation of research projects; (7) recommend education and training for persons interested and involved in programs for the aging; (8) establish an exchange of reasonable personnel standards and practices; (9) serve as an advocate for older Americans to governmental departments, volunteer agencies and service organizations; and (10) initiate, promote, and support institutional changes to benefit aging persons.

In furtherance of these purposes, the Corporation is empowered: To contact and mobilize to the fullest extent possible all available resources, federal, state, and private; to take and hold, directly or indirectly, by request, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real or personal without limitation as to the amount or value; to sell, convey, mortgage, grant, assign, lease, or otherwise transfer for any purposes,

any property, real or personal, without limitations as to amount or value; to borrow money, draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, notes, and other evidence of debt and for the purpose of securing indebtedness or contracts, assign, deliver, convey, mortgage, or pledge any property, real or personal without limitation as to amount or value for any of its purposes; to buy, sell, trade, and deal in, stocks, bonds, securities of every nature, on margin or otherwise, and in connection therewith to borrow money and to pledge any and all stocks, bonds, securities, commodities, and contracts for the future delivery thereof.

This corporation is organized exclusively for charitable purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE V.

### EARNINGS

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 IV.

## ARTICLE VI

### MEMBERSHIP CERTIFICATES

This corporation is formed without any purpose of pecuniary profit to itself or its members and shall have no capital stock. Membership shall be by certificates rather than by shares.

## ARTICLE VII

### MEMBERSHIP

Membership may be accepted at any meeting of the corporation. The voting rights and incidents of membership of all members shall be equal.

Any person 55 years of age or older living in Idaho, or any organization through an authorized representative, may become a member of the corporation if he or she demonstrates an interest in the purposes of the Corporation and signs the form provided for that purpose by the Board of Directors.

There shall be no discrimination based on race, creed, sex, age, or national origin.

## ARTICLE VIII

### DIRECTORS

The affairs of this corporation shall be conducted by a Board of Directors, who shall be members of the corporation. The Board shall consist of no less than the number required by the laws of the State of Idaho, and, under no circumstances, less than three. The numbers and qualifications of the Board of Directors shall be set forth in the By-Laws. The Board of Directors shall conduct all the business of this corporation except that business specifically delegated to its executive committee and another committee to which its authority may be lawfully delegated as it becomes necessary in the fulfillment of its corporate purposes.

## ARTICLE X

### OFFICERS

The officers of this corporation shall be selected from the members of the Board of Directors; their specific duties and method of selection shall be provided in the By-Laws. The names and post office addresses of the officers who shall serve until the first annual meeting of members are:

President:	Vernard Comstock, Acequia, Idaho
Vice-President:	Amy Clark, Paul, Idaho
Secretary-Treasurer	Julia Sampe, Paul, Idaho

## ARTICLE XI

### ANNUAL MEETING

The annual meeting of the members shall be held in Rupert, Idaho, on the first Tuesday of December each year, for the purpose of electing directors and the transaction of such

other business as may come before the meeting. The place of the meeting shall be the registered office of the corporation or such other place as may be established in the By-Laws. The Board of Directors or 25% of the members of this corporation may call a meeting of the members after the giving of proper notice as set forth in the laws of the State of Idaho or in the By-Laws.

## ARTICLE XII

### QUORUM

A quorum for the meeting of the members of this corporation shall be 50% of the current membership.

## ARTICLE XIII

### LIABILITY

The private property of the members of this corporation shall not be subject to the payment of the corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the Corporation.

## ARTICLE XIV

### AMENDMENTS

These Articles of Incorporation and the By-Laws of the corporation may be repealed, altered, and amended or new Articles of Incorporation or new By-Laws may be adopted by the members, at any regular or special meeting of the members, by a majority vote of the holders of certificates of membership of this corporation.

## ARTICLE XV

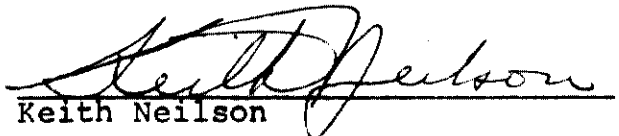
### DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the

payment of all of the liabilities of this 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, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall so determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of such corporation is located or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such charitable purposes.

IN TESTIMONY WHEREOF the following persons acknowledge that they are citizens of the United States, of lawful age, and have joined together to incorporate this organization under Chapter 1, Title 30, Section 117A, of the Idaho Code.

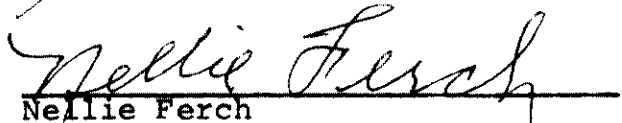
DATED this 15th day of January, 1976.

  
Keith Neilson

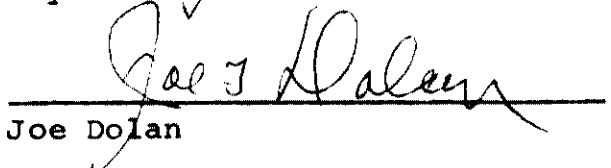
  
E. A. Oeck

  
Vernard Comstock

  
Julia Sampe

  
Nellie Ferch

  
Amy Clark

  
Joe Dolan



STATE OF IDAHO

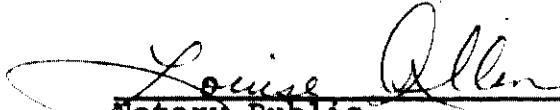
County of Minidoka

)  
) ss.  
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On this 16<sup>th</sup> day of January, 1976, before me the undersigned Notary Public in and for said State personally appeared Keith Neilson, E. A. Oeck, Vernard Comstock, Julia Sampe, Nellie Ferch, Amy Clark and Joe Dolan known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)

  
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Notary Public  
Residing at Rupert, Idaho  
My Commission Expires: Life