

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of SENIOR CITIZENS INCORPORATED into GEM COUNTY SENIOR CITIZENS, INC., duly signed and verified pursuant to the provisions of the Idaho Business 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: January 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *William J. Jaramore*

JAN 3 9 07 AM '95
SECRETARY
STATE OF IDAHO

ARTICLES OF MERGER
OF
GEM COUNTY SENIOR CITIZENS, INC. and SENIOR CITIZENS INCORPORATED

We, the undersigned, being residents of Gem County, Idaho, and the Presiding Officers of both corporations herein merged, hereby execute these Articles of Merger for Gem County Senior Citizens, Inc., located at 114 North Hayes, Emmett, Idaho, and Senior Citizens Incorporated, located at 719 S. Johns Ave., Emmett, Idaho

I

The name of the surviving or merged corporation is GEM COUNTY SENIOR CITIZENS, INC., Emmett, Idaho.

II

The purpose of this corporation is to promote and advance the nutritional, social, recreational and educational needs and opportunities of all seniors, sixty (60) years or older, living in Gem County and surrounding areas.

III

In response to the Question: To merge two senior centers into one" the following ballots were cast: 118 yes, 40 no, 1 spoiled.

IV

The initial directors of the merged, surviving corporation are:

<u>Name</u>	<u>Address</u>
<u>Leonard Arbuckle</u>	<u>5925 Cascade Rd., Emmett, ID 83617</u>
<u>Robert W. Cardiff</u>	<u>1415 Blaine St., Emmett, ID 83617</u>
<u>Goldie Carter</u>	<u>128 S. Boise Av., Emmett, ID 83617</u>
<u>G. T. Driscoll</u>	<u>916 Williams Rd., Emmett, ID 83617</u>
<u>Alton J. Heath</u>	<u>1320 Vista, Emmett, ID 83617</u>
<u>Earl Holte</u>	<u>1000 Fernlee Court, Emmett, ID 83617</u>
<u>Joy L. Hoover</u>	<u>607 Lynn Dr., Emmett, ID 83617</u>
<u>Lois Meserole</u>	<u>908 East 4th St., Emmett, ID 83617</u>
<u>Rosemary Sampson</u>	<u>5711 Hwy 52 W., Emmett, ID 83617</u>

<u>Glenn Wilson</u>	<u>112 N. Johns Av., Emmett, ID 83617</u>
<u>Stan Wilson</u>	<u>4930 South Slope Rd., Emmett, ID 83617</u>
<u>Newton Wrightsman</u>	<u>2299 Mill Rd., Emmett, ID 83617</u>
<u> </u>	<u> </u>

Subsequent Boards of Directors of this corporation shall number twelve (12), until the majority of the total membership of the corporation votes to increase or decrease the number of directors.

V

The street address of the surviving corporation is 719 S. Johns Ave., Emmett, Idaho, 83617. The initial registered agent for said corporation, at that address, is Linda Crawford.

VI

The corporation shall have members. The members of the two non-profit senior citizens groups located at Emmett, Idaho, shall all be initial members of the surviving corporation. No officer, director, or member of the corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

VII

Upon dissolution of this corporation for any cause, all the property, both real and personal, then owned or controlled by this corporation, shall become the absolute property of the State of Idaho office of the O.E.O., or its successor, to be used for Senior Citizens' programs.

VIII

The By-Laws of this corporation shall be enacted by the new Board of Directors, such By-

Laws shall cover all administrative duties and such procedures as the Board deems necessary to properly and efficiently administer the intent, objectives, and purposes of this corporation, and to comply with Idaho law.

DATED this 12 day of December, 1994.

Ernest J. Kesler
Ruth Panko

Otto Carlson
Otto Carlson

PLAN OF MERGER

JAN 3 9 07 AM '95
SECRETARY OF STATE
STATE OF IDAHO

The following constitutes the plan of merger of **Gem County Senior Citizens, Inc.** (North Hayes) and **Senior Citizens Incorporated** (South Johns), both non-profit corporations, located in Emmett, Idaho.

WHEREAS, both of said non-profit corporations did duly vote to merge as provided by Idaho law; the merger was approved by two-thirds of the membership votes cast in each corporation;

(1) The name of the surviving corporation shall be **Gem County Senior Citizens, Inc.**, and both Gem County Senior Citizens, Inc. located on North Hayes Ave. and the Senior Citizens Incorporated, located on South Johns Ave., shall now be considered and accepted as merged to Gem County Senior Citizens, Inc.

(2) All assets and liabilities of each non-profit corporation shall be merged in the new corporation, Gem County Senior Citizens, Inc.

(3) If the new corporation properly votes to do so, equipment and assets may be upgraded, traded or sold in the best interest of the surviving corporation and its membership.

(4) The Board of Directors of the surviving corporation shall consist of twelve (12) directors. The new merged corporation, or surviving corporation, may in the future, by majority vote of total membership, set the number of directors to serve the new merged corporation, provided, there shall be no reduction of directors until such time as the merger has been implemented, has been operating, and the majority of total membership of the new merged non-profit corporation deems it best and efficient to manage the new merged corporation with a lesser number of directors than required until the merger is working properly.

(5) The intent and purpose is to continue existing services. One or both of the existing buildings may be sold, exchanged or leased by majority vote of the directors of the new merged corporation, keeping in mind at the beginning the directors of the new merged corporation shall include a number of directors from each existing senior center corporation in order to allow representative voices in future operation and future changes. Such representation on the new, 'merged' board of directors shall continue until the total membership of the new merged corporation determines the board consists of too many directors, and the number should be reduced in the best interest of total membership.

One nutrition and recreation senior citizen site, either North Hayes or South Johns, shall continue so that at least one senior citizens' non-profit site is available to service all present and future membership of seniors.

(6) Any net proceeds from the sale or lease of one or both of the existing senior citizens' centers buildings shall be 'ear-marked' and placed in a special, interest-bearing, insured Certificate

of Deposit, to be held for construction or purchase of a new senior citizens' non-profit center located in or about Emmett, Idaho, except as herein provided otherwise, keeping in mind no existing building shall be sold, exchanged or leased without the prior written resolution of the new Board of Directors which shall consist of representation from each presently existing senior corporation; this special fund may be used for the best interests of the surviving corporation and its members only upon a majority vote of the Board of Directors voting upon that issue. The intent and objective is to build, or obtain a new center, but in the event the Board votes, as stated, the funds in the 'ear-marked' fund may be used for the best interests of the surviving corporation and its members.

(7) Current by-laws of both corporations call for election of new board members at the beginning of each year, and since the targeted merger date is January 1, 1995, the twelve initial directors will be elected by a majority vote of the membership present at the time of election. The officers will be elected by the Board members from their number. The initial plan is to continue operation of both centers, as is, until the merged board decides otherwise.

(8) The merger herein mentioned is designating Gem County Senior Citizens, Inc., South Johns, as the surviving corporation because of facilities and parking area, and to comply with Idaho law on merger, and it in no way indicates a preference of one senior center over the other. They are both equal in light of the existing boards, officers and coordinator.

(9) The Articles and By-Laws of the surviving corporation shall continue except as modified by this plan of merger.

APPROVED by majority membership of both existing senior citizens' corporations.

DATED: 12/12/94

Otto H. Carlson
Senior Citizens Incorporated

DATED: 12/19/94

Ernest J. Kesler
Gem County Senior Citizens, Inc.