

FILED EFFECTIVE2013 MAR 14 AM 8:17
SECRETARY OF STATE
STATE OF IDAHO

Amended and Restated
**ARTICLES OF INCORPORATION
OF
TROY VOLUNTEER FIRE AND AMBULANCE, INC.**

The undersigned, action as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 2, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Troy Volunteer Fire and Ambulance, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Troy, County of Latah, and in the State of Idaho. The address of the initial registered office is 1502 G Street, Lewiston, Idaho, and the name of the initial registered agent at this address is Robert J. Kwate.

**ARTICLE V
PURPOSES**

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

A. To administer, manage, operate, and maintain a fire department and ambulance service for the City of Troy, and the Troy Rural Fire District, Latah County, Idaho.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether

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Troy Volunteer Fire & Ambulance, Inc.
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real or personal, or any other things 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 therefor, 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 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 in furtherance of the purposes set forth in Article V hereto. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the 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, 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 that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

NAME

Ron Stearns
Robert J. Kwate

ADDRESS

119 North Main Street, Troy, Idaho 83871
107 Valley View Drive, Troy, Idaho 83871

Austin Loaiza
Leslie McGraw
Cindy Gray

1051 Umbarger Road, Troy, Idaho 83871
102 East A Street, Troy, Idaho 83871
211 Monica Street, Troy, Idaho 83871

ARTICLE IX
MEMBERSHIP DUES

There shall be no membership dues.

ARTICLE X
DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to the City of Troy, Idaho, 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 principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI
INCORPORATOR

The name and street address of the original incorporator is Robert J. Kwate 107 Valley View Drive, Troy, Idaho 83871.

ARTICLE XII
BYLAWS

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

DATED this 27th day of February, 2013.


Robert J. Kwate, Treasurer


Austin Loaiza, Secretary


Leslie McGraw, Director


Cindy Gray, Director

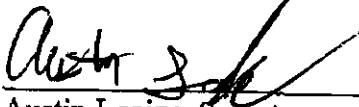
CERTIFICATION OF AMENDMENT & RESTATEMENT

The amendment and restatement consist of matter other than those described in Idaho Code Section 30-3-90, and was therefore adopted by the members as follows:

- a. The number of members entitled to vote was 22;
- b. The number of members that voted for each amendment and restatement was 22;
- c. The number of members that voted against each amendment and restatement was 0;

I hereby certify that these *Amended and Restated Articles of Incorporation* were adopted on the 27th day of February, 2013, by the vote of the membership as set forth above.

Dated this 27th day of February, 2013.


Austin Loaiza, Secretary