

FILED EFFECTIVE

06 NOV 21 PM 2:26

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ELMORE COUNTY HISTORICAL FOUNDATION, INC.

Pursuant to the Articles of Incorporation and Bylaws of the Elmore County Historical Foundation, Inc., an Idaho nonprofit corporation, and pursuant to the Idaho Nonprofit Corporation Act, the Board of Directors and Members of the Corporation, duly noticed, approved and adopted the following revised and restated Articles of Incorporation and all of the amendments therein contained, to-wit:

ARTICLES OF INCORPORATION

OF

ELMORE COUNTY HISTORICAL FOUNDATION, INC.

ARTICLE I

The name of the corporation shall be **ELMORE COUNTY HISTORICAL FOUNDATION, INC.**

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

- a. This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IDAHO SECRETARY OF STATE
11/21/2006 05:00
CK: 2285 CT: 128841 BH: 1014933
1 @ 30.00 = 30.00 NON PROF A # 2
1 @ 20.00 = 20.00 NON EXPED # 3

032701

- b. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 purpose clause hereof. No substantial part of the activities of the corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization 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 this document, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. The corporation shall use the resources available to it to support museums and historical societies within Elmore County who desire to affiliate with the Foundation and have the qualifications described in paragraph "a." above.
- d. Recognizing that an understanding of the background and history of the communities and historical sites in our county is basic to our democratic way of life, gives us a better understanding of our state and nation and promotes a keener appreciation of our American heritage; to the extent it is consistent with the foregoing provisions of this Article the corporation shall strive to:
 - 1. Bring together those people from all sections of Elmore County, Idaho who are interested in history and especially in the history of Elmore County.
 - 2. Arouse public interest in the past by disseminating historical information by the media of newspaper, radio, television, internet or otherwise; by presenting pageants, addresses, lectures, papers and discussion groups; and by marking historic buildings, sites and trails.
 - 3. Preserve historic buildings, monuments and markers within Elmore County.
 - 4. Promote and assist in the discovery, collection, preservation and public accessibility of material which may help to establish or illustrate the history of the county; including its exploration; study of immigrant, freight and express roads; its settlement and activities in peace and war; and its progress in population, wealth, education, arts, science, agriculture, manufacturing, trade and transportation.

5. Such material may include, but it not limited to:

- a) printed material such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters; including the records and archives of the County and of its cities, towns, villages and institutions;
 - b) manuscript material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field books;
 - c) museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and objects illustrative of life, conditions, events and activities of the past and the present.
- e. In furtherance of its purposes, and to the extent it is not inconsistent with other provisions of these Articles, the Foundation shall have power to acquire by lease, purchase or in any other manner such club rooms, buildings, furniture, or other real or personal property as the Board of Directors deem advisable from time to time and to sell, mortgage, lease or otherwise dispose of such property, excepting therefrom any personal property held in trust by such Foundation for historical purposes.

ARTICLE IV

The location and Post Office address of the registered office shall be Mountain Home, Elmore County, Idaho.

ARTICLE V

The board of directors shall have the power to conduct all affairs of the foundation. The number of the board of directors shall be fixed in the Bylaws, but shall not be less than five. The manner of election or appointment and the term of office of members of the board of directors shall be that stated in the Bylaws.

ARTICLE VI

Since pecuniary profit is not the object of this corporation, this corporation shall not issue any capital stock, but shall issue a membership certificate to each member thereof, which membership certificate shall be nontransferable. The rights and interests of all members shall be equal, and no member can acquire or have a greater interest in this corporation than any other member, nor shall any profit accrue to any member of the corporation by reason of membership.

ARTICLE VII

Subject to the provisions of the statutes of the State of Idaho, these Articles may be amended at any time with the concurrence of a simple majority of the members of this corporation.

ARTICLE VIII

In the event of dissolution of this corporation for any reason, all assets of the corporation shall be assigned, transferred and set over to, and shall become the property of, a nonprofit organization designated by the Board of Directors which has established its exempt status under section 501 (c) (3) of the Internal Revenue Code and which will use such assets exclusively for the same exempt and educational purposes as set forth in the Bylaws of this corporation and these Articles of Incorporation.

CERTIFICATION

THE UNDERSIGNED, being the duly elected, qualified and acting PRESIDENT and SECRETARY of the ELMORE COUNTY HISTORICAL FOUNDATION, INC., a nonprofit Idaho corporation, HEREBY CERTIFY that at a meeting duly noticed and called for such purpose on the 21st day of November, 2006, the foregoing REVISED AND RESTATED ARTICLES OF INCORPORATION, and all amendments therein contained, were duly adopted and approved by a majority of the members of such corporation.

IN WITNESS WHEREOF we have signed our names hereto on this 21st day of November, 2006


Robert M. Rowett, President


Leo E. Miller, Secretary