

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

GRACE EPISCOPAL CHURCH OF NAMPA, INC.

was filed in the office of the Secretary of State on the **16th** day of **September** A. D. One Thousand Nine Hundred **Fifty-eight** and is duly recorded on Film No. **104** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence**

from the date hereof, with its registered office in this State located at **Nampa** in the County of **Canyon** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

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 **16th** day of **September**, A.D., 19^{**58**}.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GRACE EPISCOPAL CHURCH OF NAMPA, INC.

KNOW ALL MEN BY THESE PRESENTS, That the undersigned have this day voluntarily associated themselves together for the purpose of forming, and there is hereby formed, a corporation under the laws of the State of Idaho, Chapter 11 of Title 30, Idaho Code, and do hereby certify and agree as follows:

I.

The name of this corporation is GRACE EPISCOPAL CHURCH OF NAMPA, INC.

II.

The location and post-office address of the corporation's registered office is 403 10th Avenue South, Nampa, Idaho.

III.

The purposes of the corporation are to promote, conduct, provide for, foster, maintain and carry on, in the Missionary District of Idaho, any and all activities of, and in communion with, the Protestant Episcopal Church in the United States of America, in accordance with the constitutions and canons thereof, and to that end to acquire, own, hold, manage and dispose of such parcel or parcels of real estate, together with buildings and improvements, as may be deemed necessary or desirable for or in connection with any of the purposes of the corporation, to own, operate, maintain and manage Grace Episcopal Church and appurtenant buildings and facilities as a place of public worship, religious meeting, education and instruction, in Nampa, Canyon County, Idaho; to construct, erect, purchase, or otherwise acquire, maintain and operate churches, parish houses and halls, rectories, and other church buildings and facilities; to sell or otherwise

dispose of or exchange for other property, real or personal, acquired by the corporation, but not longer deemed necessary for its purposes, to borrow money and incur indebtedness for the purposes of the corporation, and to issue bonds, notes, mortgages or deeds of trust to evidence or secure the same, but no real property of the corporation shall be incumbered or alienated without the written consent of the Bishop and Council of Advice of the Missionary District of Idaho of said Protestant Episcopal Church in the United States of America; to receive, hold, invest, expend and apply to the purposes of the corporation, or any of them, gifts, contributions, pledges, offerings, devises and bequests of money or property; to adopt and establish By-laws, and make all rules and regulations deemed necessary and expedient for the management of the corporation and its affairs, in accordance with law and the constitution and canons of the Protestant Episcopal Church in the United States of America, and not inconsistent with these Articles of Incorporation; but the foregoing enumeration of powers shall not be deemed or construed to be exclusive of, or a limitation upon, such other and general powers permitted or granted by law, which are in keeping with, or in aid of, the general purposes of the corporation.

IV.

This corporation shall have perpetual existence.

V.

This corporation is not organized for pecuniary profit and it shall not have or issue any capital stock. Membership in the corporation shall not entitle a person to any interest whatsoever in the assets of the corporation, but only to participate in the management of the affairs of the corporation, in meetings of the members legally called and held within the period covered by the membership.

VI.

The members of this corporation shall not be subject to assessments for the purpose of paying expenses, conducting business or paying debts of the corporation.

VII.

The governing body of the corporation shall be a Vestry, which shall consist of twelve members, comprising the Rector of Grace Episcopal Church, the Senior Warden, the Junior Warden, and nine vestrymen. The Rector of Grace Episcopal Church shall be called and chosen. Eleven vestrymen shall be elected for a term of three years each, and upon the first election of the eleven vestrymen four shall be elected for a one-year term, four elected for a two-year term, and three elected for a three-year term, and thereafter and annually vestrymen shall be elected to fulfill vacancies as they occur or vacancies caused by the death or retirement of a vestryman. The Senior Warden shall be appointed from the elected Vestrymen by the Rector, and the Junior Warden shall be elected by the Vestry from among their own number, other than the Senior Warden. The Rector, the Senior Warden, the Junior Warden, and each of the other vestrymen, shall each have one vote at any meeting of the Vestry. The Rector, when present, shall preside at all meetings of the Vestry. The Senior and Junior Warden shall be annually elected and appointed, respectively.

VIII.

The annual parish meeting of the members of the corporation shall be held at the Grace Episcopal Church, 403 10th Avenue South, Nampa, Idaho, on the third Tuesday of January of each year, or at such other time and place as may be determined by the Vestry of which reasonable notice shall be given. At all meetings of the corporation, each member shall be entitled to one vote. In order to qualify for membership in the corporation, a person shall be baptized and of

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the age of eighteen years and a regular contributor to or a communicant of Grace Episcopal Church.

IX.

All powers of the corporation shall be and remain vested in the Vestry, and shall include, but not be limited to, the power to adopt, amend and repeal By-laws of the corporation, for the government thereof, not inconsistent with these Articles of Incorporation.

X.

In accordance with the provisions of Chapter 11 of Title 30 and Section 30-1102, Idaho Code, it is hereby certified that an election was duly noticed and held for the election of twelve vestrymen, to comprise the Vestry of this corporation, as provided for and required by said Section 30-1102; that said election was held on Thursday, the 12th day of September, 1957, at Grace Episcopal Church, 403 10th Avenue South, Nampa, Idaho; that notice of said election was published for at least two weeks in the Idaho Free Press, a newspaper published in said City of Nampa, the form of said notice and proof of publication thereof being attached to and filed with these Articles; that said notice was also posted in a conspicuous place on the aforementioned building, where said election was to be held, for at least two weeks prior to the date of said election, and was also posted at the two main front doors of Grace Episcopal Church, in Nampa, Idaho, proof of said posting being attached to and filed with these Articles; that a majority of the members of this association who were present at said meeting voted at such election, and that, at and by such election, the persons whose names and addresses are hereinafter set forth were duly elected vestrymen, and to comprise

the Vestry, of this corporation and association, to serve for the terms set after their names, and until their respective successors are elected and qualify as hereinabove in these Articles set forth:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Rev. Harold V. Myers, Rector	Nampa, Idaho	No definite termination
A. H. Schade, Senior Warden	" "	Third Tuesday in Jan. 1958
R. M. Sample, Junior Warden	" "	Third Tuesday in Jan. 1959
Dr. S. C. Taylor	" "	Third Tuesday in Jan. 1960
Dr. Paul Stearns	" "	Third Tuesday in Jan. 1960
John Run del	" "	Third Tuesday in Jan. 1960
R. Baker Young	" "	Third Tuesday in Jan. 1959
Wilbur Wilson	" "	Third Tuesday in Jan. 1959
Russell Severn	" "	Third Tuesday in Jan. 1959
W. H. Bernsmeier	" "	Third Tuesday in Jan. 1958
Dr. T. O. Van de Grift	" "	Third Tuesday in Jan. 1958
Richard Newton	" "	Third Tuesday in Jan. 1958

IN WITNESS WHEREOF, The above named parties, as incorporators of Grace Episcopal Church of Nampa, Inc., have hereunto subscribed their names at Nampa, Idaho, this 12th day of September, 1957.

Harold V. Myers
A. H. Schade
Dr. T. O. Van de Grift
R. M. Sample
Richard Newton
William H. Bernsmeier

R. Baker Young
John H. Schade
W. H. Wilson
Russell Severn
Paul H. Stearns MD
S. C. Taylor, M. D.

STATE OF IDAHO)
COUNTY OF CANYON) SS.
CITY OF NAMPA)

The Rev. Harold V. Myers, A. H. Schade, R. M. Sample, Dr. S. C. Taylor, Dr. Paul Stearns, John Runkle, R. Baker Young, Wilbur Wilson, Russell Severn, W. H. Bernsmeier, Dr. T. O. Van de Grift and Richard Newton, each, being first duly sworn, on oath deposes and says, that he is one of the vestrymen and incorporators named above in the Articles of Incorporation of Grace Episcopal Church of Nampa, Inc., and whose name is subscribed thereto; that he is of full age and a citizen of the United States and of the State of Idaho; that he is a member and regularly pledging and contributing communicant of Grace Episcopal Church; that he has carefully read the foregoing Articles of Incorporation, knows the contents thereof, and the facts stated therein are true as he verily believes; that he acknowledged his signature to the above and foregoing Articles of Incorporation of Grace Episcopal Church of Nampa, Inc., for the purpose of incorporating said association under Chapter 11 of Title 30, Idaho Code, and for the uses and purposes in said Articles set forth.

Dated at Nampa, Idaho, this 12th day of September, 1957.

Harold V. Myers
A. H. Schade
Dr. T. O. Van de Grift
R. M. Sample
Richard Newton
William Bernsmeier

R. Baker Young
W. H. Wilson
Russell Severn
Paul Stearns
John Runkle
S. C. Taylor, M. D.

Subscribed and sworn to before me this 12th day of September, 1957.

James E. Schell
Notary Public for Idaho
Residing at Nampa, Idaho
My commission expires November 16,
1957