



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**COUNCIL TREE INCORPORATED**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_  
**COUNCIL TREE INCORPORATED**

duly signed pursuant to the provisions of the Idaho Nonprofit 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  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated May 25, 19 88



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF RECEIVED  
SEC. OF STATE  
COUNCIL TREE INCORPORATED

88 MAY 25 AM 8 54

KNOW ALL MEN BY THESE PRESENTS: That, we the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, Title 30, Chapter 10, and under Section 501(c)(3) of the Internal Revenue Code. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is the Council Tree Incorporated.

ARTICLE II

The period of existence and duration of the life of this corporation is perpetual.

ARTICLE III

This corporation shall be a non-profit corporation and is organized without any pecuniary profit and no dividends shall be paid and no part of this income shall be distributed to its members, directors or officers.

ARTICLE IV

The location and post office address of the registered office of the corporation shall be 110 Mosher Avenue, P.O. Box F, Council, Idaho 83612. The initial Registered Agent is Terry Allumbaugh.

ARTICLE V

The nature of the activity and object and purpose of this corporation shall be as follows:

1. The purposes or purpose for which the corporation is organized are exclusively charitable or educational as defined in Section 501(c)(3) of the Internal Revenue Code including, but not limited to, the following:
  - (a) The promotion of business and employment for the Council Valley area through the medium of perserving and utilizing our local historical resources for educational enjoyment;
  - (b) By the establishment of a living pioneer settlement and historical agricultural farm complex;
  - (c) To establish and maintain such programs as will further the educational goals of the corporation;
  - (d) To promote appreciation and interest and understanding of local and Idaho history;

- (e) To perform all other acts necessary or incidental to the above notwithstanding any other provision of these Articles. The purposes of the corporation are exclusively charitable and educational and the organization shall not engage in any activities expressly prohibited by Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VI

Membership shall be determined by the By-Laws.

#### ARTICLE VII

The governing body of the corporation shall be managed and conducted by a Board of Directors of not less than five (5) nor more than fifteen (15) persons. The Board of Directors of this corporation may meet and transact business herein designated at such other places as may be designated by resolution of the Board of Directors.

#### ARTICLE VIII

The corporation shall have all the powers granted corporations under the laws of the State of Idaho, Title 30, Idaho Code and under Section 501(c)(3) of the Internal revenue Code.

In order to carry out the foregoing, and strictly limited thereto, the corporation shall have the following powers:

1. To exercise generally all powers and authority customarily exercised by non-profit corporations;
2. To buy, sell, acquire, hold a mortgage or enter into security agreements, pledges, leases, assign transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description;
3. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, easements, hereditaments and appurtenances of all kinds and wheresoever situated and of any interest and rights therein, to the same extent as a natural person might or could do and without limit as to amount;
4. To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures or other evidence of indebtedness and for the purpose of receiving any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or part of the property or assets real or personal, at any time owed or held by this corporation;

5. To accept gifts and grants of all kinds from any and all sources including, but not limited to, the State and Federal Governments;
6. To have one or more offices carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and which now or hereinafter may be authorized by law;
7. The foregoing clauses are to be construed both as objects and powers as hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all other acts that are necessary and convenient to obtain the objects and purposes herein set forth to do the same extent and as fully as any natural person could or might do, within the framework of these Articles of Incorporation and the general corporation laws of the State of Idaho and under the provision of Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE IX

These Articles of Incorporation and By-Laws of the Association may be amended in the manner provided by State Law for a non-profit cooperative association at the time of any such amendment.

#### ARTICLE X

In the event of dissolution of the corporation, no member shall be entitled to any distribution or division of the remaining property or its proceeds and balance of all money and other property received by the corporation from any source. After payment of all debts and obligations the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the District Court of the County in which this corporation's principal office is located or petition thereof of any persons concerned in the liquidation.

# ARTICLE XI

The names and post office addresses of each of the incorporators and initial Board of Directors of the corporation are as follows:

Name	Address
Phil Jahn	P.O. Box 550, Council, Idaho 83612
Irene Dodge	P.O. Box 108, Council, Idaho 83612
Terry Allumbaugh	P.O. Box F, Council, Idaho 83612
Tom Yokum	210 ILLINOIS Ave., Council, Idaho 83612
Peggy Childers	Box 1250, Council, Idaho 83612
Judi Danielson	P.O. Box 724, Council, Idaho 83612

IN WITNESS WHEREOF we have hereunto set our hand,  
this 14 day of April, 1988.

Tom Yokum  
Peggy Childers  
Irene Dodge  
Judi Danielson  
Terry Allumbaugh

STATE OF IDAHO )  
COUNTY OF ADAMS ) SS

On this 14 day of April 1988,  
before me the undersigned Notary Public in and for said State,  
personally appeared Phil Jahn, Irene Dodge, Terry Allumbaugh,  
Tom Yokum, Peggy Childers, and Judi Danielson.

SUBSCRIBED AND SWORN TO BEFORE ME THIS DAY 14  
OF April, 1988.

Patricia C. [Signature]  
Notary Public for Idaho

Residing at Council