



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, PETE T. CENARRUSA, 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

**THE LATAH COUNTY HUMANE SOCIETY, INC.**

was filed in the office of the Secretary of State on the **21st** day of **August** A. D. One Thousand Nine Hundred **Seventy-eight** and ~~is~~ <sup>will be</sup> recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Moscow, Idaho** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 **21st** day of **August** A.D., 19 **78** .

Secretary of State.

Attorney at Law  
P.O. Box 3184  
Moscow, Idaho 83843  
Telephone: 882-5254  
Attorney for Corporation

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SECRETARY OF  
STATE

Articles of Incorporation: Latah County Humane Society, Inc.

We, the undersigned residents of the State of Idaho, being natural persons of full age, and being, two thirds of us U.S. citizens, do hereby associate ourselves together for the purpose of forming a non profit corporation under the Statutes of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

#### ARTICLE ONE

##### NAME AND LOCATION

The name of the corporation shall be The Latah County Humane Society, Inc., and its location shall be P.O. Box 8847, city of Moscow, county of Latah, State of Idaho. Tom McKean

#### ARTICLE TWO

##### DURATION

The period of duration of this non profit corporation shall be perpetual.

#### ARTICLE THREE

##### PURPOSE

The purpose and business of this corporation shall be the prevention of cruelty to animals.

#### ARTICLE FOUR

##### NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

#### ARTICLE FIVE

##### DIRECTORS

The number of Directors constituting the initial board of directors of the corporation is 9, and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gladys Bellinger	729 Residence, Moscow, Idaho
Eileen Cline	418 Juliene Way, Eastman Acres, Moscow
Shirley Coomes	P.O. Box 8184, Moscow, Idaho
Joyce Farrar	810 Kenneth, Moscow, Idaho
Cliff Forbes	937 N. Grant, Moscow, Idaho
Bob Lightfield	938 Mabelle, Moscow, Idaho
Becky Rayhorn	514 S. Polk St. #1y Moscow, Idaho
Florence Roberts	920 Mabelle, Moscow, Idaho

## ARTICLE SIX

### ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: Directors shall be elected by a plurality of the votes cast by ballot at the annual meeting.

## ARTICLE SEVEN

### CORPORATE OFFICERS AND THEIR FUNCTIONS

The officers of this Organization shall be a President, a Vice President, a Treasurer, a secretary, all of whom, shall be elected by the Board of Directors at the Organization Meeting, to serve for a period of one (1) year and thereafter until their successors are elected. All officers shall be elected from the membership of the Society.

#### Section 2. President

The President shall be the chief executive officer of this Organization. He, or she, shall preside at all meetings of the Organization. He, or she, shall have the authority to sign such papers as may be required in the sale of securities or other assets belonging to the Organization or in connection with the settlement of estates or trusts in which the Organization has an interest. He, or she, shall deliver a message to the members at each Annual Meeting. The President shall be a member of the Board of Directors with vote.

#### Section 3. Vice President

The Vice President shall in the absence or disability of the President perform the duties of the President and act in his, or her, stead.

#### Section 4. Secretary

The Secretary shall give due notice of the time and place of all meetings, preserve the record of the proceedings of the Organization, the Board of Directors and perform such other duties as usually are expected of such officer. He, or she, shall have custody of the corporate seal, (when such seal is acquired) By-Laws, records and general archives of the Organization, except as they may be expressly placed in charge of others by order of the Board.

#### Section 5. Treasurer

- a) The Treasurer shall have charge and custody of the financial records of the Organization and shall be responsible for depositing in its name, in one or more banks or incorporated trust companies designated as depositories by the Board of Directors, all moneys received, and generally shall perform such duties as appertain to the same office in similar organizations.
- b) The Treasurer shall have the authority to sign such papers as may be required in the sale of securities or other assets belonging to the Organization or in connection with the settlement of estates or trusts in which the Organization has an interest.
- c) Funds shall be withdrawn from any depository upon check signed by the President of the Treasurer.
- d) The books and accounts of the Organization shall be audited periodically, at least once a year, by a certified public accountant selected by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Organization.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

#### ARTICLE EIGHT

##### ELECTION OF OFFICERS

The officers shall be elected by the Directors, who shall first be elected by the members of the Organization.

#### ARTICLE NINE

##### MEMBERSHIP REQUIREMENTS

Membership is open to any person, corporation, association or agency. Membership is maintained by payment of current dues.

#### ARTICLE TEN

##### AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

#### ARTICLE ELEVEN

##### DISSOLUTION

This Organization may be dissolved prior to the time fixed in these articles of incorporation, by an affirmative vote of two thirds (2/3), of the members at a meeting of the members called for the purpose in the manner, not inconsistent with law, set forth in the by-laws. In the event of such dissolution, the affairs of the Organization shall be wound up in the manner provided in the by-laws, and the assets of the Organization shall be distributed in the manner provided in these articles. In the event of the dissolution of the Organization, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Organization shall go and be distributed to such non profit charitable Organization, municipal Organization, or Organization as may be selected by the board of directors of this Organization so that the business properties and assets of this Organization shall then be used for, and devoted to, the purposes of carrying on the prevention of cruelty to animals. In no way shall any of the assets or the property of this Organization, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to individuals, either for the reimbursement of any sums subscribed, donated, or contributed by such individuals, or for any other such purpose, it being the intent in the event of dissolution of the Organization or upon its ceasing to carry out the objects and purposes herein set forth, that the property and assets then owned by the Organization shall be devoted to the following non profit charitable purpose: the prevention of cruelty to animals.


ARTICLE TWELVE

ARTICLE OF INCORPORATION IN SATISFACTION OF I.C. 30-1102

Pursuant to the by-laws adopted by the Latah County Humane Society, Inc., an election for the Board of Directors was held on March 13, 1978 at Room 110 Life Sciences Building, University of Idaho, at 7:30 p.m. and a majority of the members of the said association were either present or voted by proxy, and the results of the said election were as follows:

The following persons were elected as Directors of the initial Board of Directors: Gladys Bellinger; Eileen Cline; Shirley Coomes; Joyce Farrar; Cliff Forbes; Bob Lightfield; Becky Rayhorn; Florence Roberts.

Verification: I, Dr. Thomas A. McKean, presiding officer/secretary of the aforesaid meeting, do hereby verify that the above statement is true and correct.

  
(signature)

Furthermore, the said meeting was held after proper notice was given pursuant to I.C. 30-1102, by publication in a newspaper in the town or city in which such election was held, notice of the time and place of holding such election, at least two weeks; and also by posting like notice in a conspicuous place on the building where such election is to be held for the same length of time.

In witness whereof the following verification is offered:

# Affidavit of Publication

STATE OF IDAHO }  
County of Latah } ss.

A. J. Mauneau

being first duly sworn, on oath,  
deposes and says:

That he is the printer of The  
DAILY IDAHONIAN, a newspaper  
of general circulation, printed and  
published daily except Sunday at  
Moscow, Latah County, Idaho, in  
compliance with Sections 60-106,  
60-107, and 60-108 of the Idaho  
Code and the amendments there-  
to; that the notice of which the  
annexed is a full, true and correct  
printed copy was published in the  
regular and entire issues of said  
newspaper and not in a supple-  
ment thereto, upon the following

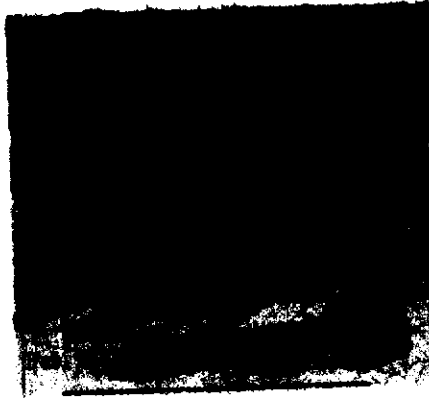
dates: February 25,  
March 24,  
1978

the same being the dates desig-  
nated for the publication of said  
legal notice.

Shannon  
Subscribed and sworn to before  
me this 8<sup>th</sup> day of March  
1978

Carol Fleener

Notary Public,  
residing at Moscow, Idaho



ARTICLE THIRTEEN

INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

NAME	SIGNATURE	U.S. CITIZEN	ADDRESS
1) Eileen Cline	<u>Eileen Cline</u>	yes	418 Juliene Way, Moscow, Id.
2) Joyce Farrar	<u>Joyce Farrar</u>	yes	810 Kenneth, Moscow, Id.
3) Bob Lightfield	<u>Bob Lightfield</u>	yes	938 Mabelle, Moscow, Id.
4) Becky Rayhorn	<u>Becky Rayhorn</u>	yes	514 S. Polk St. Moscow, Id.
5) Florence Roberts	<u>Florence Roberts</u>	yes	920 Mabelle, Moscow, Id.

SUBSCRIBED AND SWORN TO before me this 14 day of August, 1978.

(SEAL)

D. S. Plummer  
Notary public for Idaho  
Residing at Moscow  
My commission expires 1-10-80