

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

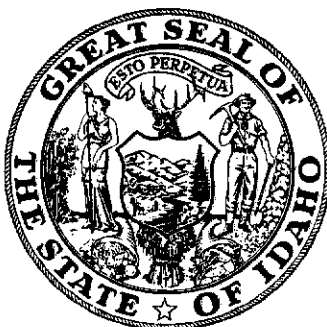
LATAH COUNTY FREE LIBRARY DISTRICT FOUNDATION, INC.

File number C 111328

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 LATAH COUNTY FREE LIBRARY DISTRICT FOUNDATION, INC. 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: July 12, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

Jul 12 9 11 AM '95

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

OF

LATAH COUNTY FREE LIBRARY DISTRICT FOUNDATION, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be LATAH COUNTY FREE LIBRARY DISTRICT FOUNDATION, INC.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III  
Non-Profit Corporation

This corporation shall be a non-profit corporation.

ARTICLE IV  
Purpose

The purposes for which this corporation is formed are as follows:

1. To recognize, reward and encourage excellence in the provision of library and information services in Latah County, State of Idaho, through the provision of financial and other support to the Latah County Free Library District Foundation, Inc., its facilities, materials, personnel and programs.

2. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations as hereinafter set forth, to use and apply any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or public safety, literary or educational purposes, either directly or

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by contribution to organizations that qualify as exempt organizations under 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Notwithstanding any of the other provisions of the Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

#### ARTICLE V Membership

This corporation shall have one class of members and each member shall be appointed by the Board of Directors and pay the annual dues established by the Board of Directors. Each member shall have one vote and members votes will cast solely for the purpose of electing the Board of Directors.

#### ARTICLES VI

##### Board of Directors

The business of this corporation shall be managed by the Board of Directors, the initial number of which shall be five (5). The number of Board of Directors shall be fixed by the Bylaws and the number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
Warren Owens	P. O. Box 8487 Moscow, ID 83843
Tom Neal	P. O. Box 8022 Moscow, ID 83843

Gerald Nichols

130 - 4th Street  
Onaway, ID 83855

Martin Trail

316 S. Jefferson Street  
Moscow, ID 83843

Lori Keenan

2124 Lexington Avenue  
Moscow, ID 83843

ARTICLE VII  
Registered Office and Agent

The address of the initial registered office of the corporation is Latah County Free Library District Foundation, Inc., 110 S. Jefferson, Moscow, Idaho, 83843. The registered agent of the corporation shall be Lori Keenan whose business is 110 S. Jefferson, Moscow, Idaho, 83843 and whose home address is 2124 Lexington Avenue, Moscow, Idaho, 83843.

ARTICLE VIII  
Internal Affairs

The provisions for the regulations of internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation are:

a. No Private Benefit. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation or any private individual, (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any other corporate assets on dissolution of the corporation.

b. Legislative and Political Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statement) and political activities on behalf of any candidate for public office.

c. Distribution of Assets Upon Dissolution. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to

charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent laws.

#### ARTICLE IX Amendment

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote of the members. The proposed amendment shall be adopted upon receiving at least a majority vote of the members.

#### ARTICLE X Non-Profit

This corporation is not organized for profit. There shall be no capital stock and membership shall be determined pursuant to the provisions of these Articles. Private property of the Directors or members shall not be liable for the debts of the corporation.

#### ARTICLE XI Bylaws

The Directors of the corporation shall have the power to adopt Bylaws consistent with the laws of the State of Idaho and these Articles which shall provide and shall designate the manner in which the purpose of the corporation shall be carried out.

#### ARTICLE XII Incorporators

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Warren Owens	P. O. Box 8487 Moscow, ID 83843
Tom Neal	P. O. Box 8022 Moscow, ID 83843
Martin Trail	316 S. Jefferson Street Moscow, ID 83843

IN WITNESS WHEREOF, the incorporators hereinabove named have set their hands in duplicate this 30 day of ~~March, 1993~~ <sup>MAY, 1995</sup>

Warren Owens  
Warren Owens

Tom Neal  
Tom Neal

Martin Trail  
Martin Trail

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah         )

On this 30 day of ~~December~~ <sup>MAY</sup>, 1994 <sup>1995</sup>, before me, the undersigned, a Notary Public in and for the State, personally appeared Warren Owens, Tom Neal, and Martin Trail, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Lina McPhie  
Notary Public in and for the  
State of Idaho, residing at  
Moscow, therein.  
My Commission expires: 9/26/2000