

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FRIENDS OF MEMORIAL FIELD INC.**

**RECITAL**

- A. Friends of Memorial Field Inc. is an Idaho nonprofit corporation, formed pursuant to Idaho Nonprofit Corporation Act and registered with Idaho Secretary of State on October 24, 2012 as number C196327.
- B. On August 5, 2013, the Board of Directors, at a duly called meeting of the Board of Directors, adopted the following restated Articles of Incorporation.

**ARTICLE I.**  
**NAME OF CORPORATION, OFFICE**

- 1.1 **Corporate Name.** The name of the corporation shall be Friends of Memorial Field Inc. (hereinafter "Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at c/o Berg & McLaughlin, Chdt, 414 Church Street, Sandpoint ID 83864. The Directors may change the office of Corporation from time to time.

**ARTICLE II.**  
**PURPOSE AND POWERS OF CORPORATION**

- 2.1 **Purpose.** The Corporation is formed for the specific charitable exempt purpose of erecting or maintain public buildings, monuments or works in compliance with Section 501(c)(3) of the Internal Revenue Code. The Corporation shall limit its substantial activities to the furtherance of its exempt purpose.
- 2.2 **General Authority.** The Corporation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose including those general powers set forth in the Idaho Nonprofit Corporation Act.
- 2.3 **Dedication of Assets.** The assets of the Corporation are expressly dedicated to the exempt purposes of a 501(c)(3) organization.
- 2.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

### ARTICLE III. REGISTERED AGENT

The registered agent shall be selected by the Board of Directors. The initial registered agent is BERG & McLAUGHLIN, CHTD, whose address (registered office) is 414 Church St., Ste 203, Sandpoint ID 83864.

### ARTICLE IV. NON-MEMBERSHIP CORPORATION

The Corporation shall not have members. The Corporation shall be governed by its Board of Directors.

### ARTICLE IV. BOARD OF DIRECTORS

- 4.1 **Management Vested in the Board of Directors.** The Board of Directors (Board) shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real and personal property; (c) monitor the Corporation's financial affairs; (d) determine the general policies under which the Corporation shall operate; (e) hire and supervise the Corporation's Chief Executive Officer; and (f) and take any other lawful action to protect and advance the interests of the Corporation.
- 4.2 **Board of Directors.** The Board shall consist of no less than three (3) Directors, elected pursuant to the procedure set forth in the Bylaws. The Bylaws shall set forth the maximum number, term and qualifications of Directors. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. Directors may serve consecutive terms, but the number of consecutive terms may be limited by the Bylaws.
- 4.3 **Initial Directors.** The initial Directors are:  
Curt Hecker, c/o Panhandle State Bank, PO Box 967, Sandpoint ID 83864  
William M. Berg, c/o Berg & McLaughlin, Chtd, 414 Church St, Ste 203, Sandpoint ID 83864  
Doug Hawkins, c/o Litehouse Foods Inc., 1109 N. Ella, Sandpoint ID 83864  
Brad Williams, c/o Williams & Parsons, P.C., 708 Superior St., Sandpoint ID 83864
- 4.4 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by two-thirds (2/3) of the remaining Directors.

- 4.5 **Officers.** The Board shall annually elect its officers pursuant to the procedure set forth in the Bylaws. There shall be a President, Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors.
- 4.6 **Action of the Board.** The action of the Board shall be the action of the Corporation.

#### **ARTICLE V. NONDISCRIMINATION POLICY**

The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, familial status, or national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

#### **ARTICLE VI. CONFLICT OF INTEREST AND GIFT ACCEPTANCE POLICIES**

The Directors shall adopt policies addressing conflicts of interest and acceptance of gifts. Such policies shall be generally set forth in the Bylaws and may be expanded upon from time to time in policy statements.

#### **ARTICLE VII. INDEMNIFICATION**

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of § 30-3-88, Idaho Code.

#### **ARTICLE VII. DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- 8.1 **Requirements for Dissolution.** The Corporation may be dissolved upon the unanimous consent of the Board of Directors voting at a duly noticed meeting of the Board.
- 8.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to the City of Sandpoint, Idaho and/or the Lake Pend Oreille School District of Sandpoint, Idaho, as determined by Board of Directors or liquidating authority.

- 8.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with § 30-3-110 et. seq., Idaho Code.

**ARTICLE IX.  
AMENDMENTS**

The Directors, by majority vote, may amend these Articles at any time.

**CERTIFICATION OF ADOPTION**

STATE OF IDAHO

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COUNTY OF BONNER

I, William M. Berg, hereby certified and declare that foregoing restated Articles of Incorporation were adopted on August 5, 2013, by the unanimous vote of the Directors then in office.

  
William M. Berg, Secretary

SUBSCRIBED AND SWORN to before me on the 5 day of August, 2013.

  
NOTARY PUBLIC

Residing at: 2450 ID

My commission expires: 1-27-18

