

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROBINSON, POST NO. 81, THE AMERICAN LEGION, 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 **ROBINSON, POST NO. 81, THE AMERICAN LEGION, 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 November 2, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Jedediah M. Matthews

Corporation Clerk

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

ROBINSON,

POST NO. 81,

THE AMERICAN LEGION, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a natural person and a citizen of the United States of America, over and above the age of twenty-one years, and each of whom is a member of Robinson, Post No. 81, The American Legion, an ex-service men's association, and each of whom is a duly elected director of Robinson, Post No. 81, The American Legion Incorporated, and all other members of said post of The American Legion have and do hereby voluntarily associate ourselves together for the purpose of forming, and do hereby form, a Social and Benevolent corporation under the laws of the State of Idaho, and we do hereby set forth, declare and certify:

First: - That the name of this corporation is: ROBINSON, POST NO. 81, THE AMERICAN LEGION, INCORPORATED

Second: - That the purposes for which this corporation are formed are: To uphold and defend the Constitution of the United States of America; to maintain law and order; to foster and perpetuate a one hundred per cent Americanism; to preserve the memories and incidents of our association in the Great Wars; to inculcate a sense of individual obligation to the community, state, and nation; to combat the autocracy of both the classes and the masses; to make right the master of might; to promote peace and good will on earth; to safeguard and transmit to posterity the principles of justice, freedom and democracy; and to consecrate and sanctify our comradeship by our devotion to mutual helpfulness.

To cultivate social intercourse among its members and assist in improving the health and physical condition of its members; to manage and conduct entertainments, amusements, diversions, excursions, athletic contests and social meetings of its members; to promote and conduct entertainments, athletic contests, excursions, amusements and diversions to defray the expenses of this corporation; to promote and encourage the sport, pleasure, and exercise and recreation of its members and others, and to enter into any and all contracts necessary to conducting its affairs; and do any and all other things whatsoever which may be requisite, expedient, necessary or proper in and about the carrying out of the purposes and objects for which this corporation is formed.

To borrow money without limit as to amount for any purpose or purposes of this corporation, whether secured or unsecured, and to make, execute, issue, and deliver therefor notes, bonds, debentures, or other evidences of indebtedness of any kind or kinds whatsoever, and to secure the payments of the same by mortgage, pledge or otherwise upon any or all property, both real and personal, or real or personal, belonging to or owned by this corporation, at the time of the giving of such security, or to be acquired by it subsequent thereto.

To lease, purchase, or otherwise acquire, own, hold, manage, use, operate, sell, transfer and/or convey such real and/or personal property as may be necessary, expedient, proper and/or appropriate to the carrying out of the purposes herein mentioned; to build, construct, erect and/or otherwise acquire such buildings, memorials, club houses and/or appropriate to carrying out of the purposes of this corporation and to lease, purchase, or otherwise acquire, own, hold, manage, use, operate, sell, transfer and/or convey any or all such buildings, memorials, club houses and/or other structures; to take and receive donations of real and/or personal property by gift, grant,

bequest, or otherwise, and to own, hold, manage, lease, use, operate, sell, transfer, and/or convey any or all such property.

To do each and every thing essential, 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 enumerated, or which shall at any time appear necessary to, conducive to, or expedient for the accomplishment of the purposes herein set forth or for the protection, extension, development or benefit of this corporation, or any of its property.

It is hereby expressly provided that the foregoing enumeration of purposes shall not be held to limit or restrict in any manner the general powers of this corporation.

Third: - That the duration of this corporation shall be perpetual.

Fourth: - That the place where the principal business of this corporation is to be transacted is Potlatch, Idaho, and the location and post-office address in the State of Idaho, is Box 382 Potlatch, Idaho.

Fifth: - That there are no authorized shares of stock in this corporation, and that there is no capital stock, and there are no shares of stock.

Sixth: - That this is a social and benevolent corporation, and pecuniary profit is not its object.

Seventh: - That each member in good standing of Robinson, Post No. 81, The American Legion is a member of this corporation, and each person, who shall hereafter become a member of said Post, shall ipso facto ^{STP} become a member of this corporation, and ^{STP} each member of said Post shall be and remain a member of this corporation, as long as the person shall be a member of said Post, in good standing, and no other qualification, election or admission to membership shall be required. Loss of membership in said Post shall ipso facto constitute a loss of membership in this corporation.

Eighth: - That the number of directors of this corporation shall be four (4) who shall be the Post Commander (President), Post Vice-Commander (Vice-President), Post Adjutant (Secretary), and Post Finance Officer (Treasurer) of this post. In the event there shall be no Post Vice-Commander, then the Post Service Officer shall be the fourth director. Each shall be a member of this corporation, and no other qualification shall be required.

Ninth: - That the name and address of the directors and initial incorporators of this corporation, who have been elected for the year and until the election and qualification of their successors, are as follows:

NAMES

STREET ADDRESSES

James T. Riley
Commander James T. Riley

Box 9A Rt 1 Princeton, Idaho 83857

Basil A. Johnson
Vice-Commander Basil A. Johnson

Box 19 Rt 1 Princeton, Idaho 83857

Stanley K. Denison
Adjutant Stanley K. Denison

Box 382 Potlatch, Idaho 83855

Louis F. Arno
Finance Officer Louis F. Arno

Potlatch, Idaho 83855

Tenth: - By-Laws for this corporation may be adopted, repealed or amended at any annual membership meeting, or at any special meeting of the members called for that

Mary Edleworth
Notary Public in and for the State of Idaho,
Residing at Potlatch
My commission expires 7.23.93

purpose by a vote representing a majority of the members present, or by the written consent, duly acknowledged in the same manner as conveyances of real estate are required by law to be acknowledged of a majority of the members of this corporation, which written consent may be in one or more instruments.

Eleventh: - One-Tenth (1/10) of the members of this corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the members thereof.

Twelfth: - Registered agent: The initial registered agent of this corporation is:

Stanley K. Denison
Name

645 Elm Street, Box 382
Street Address Post Office Address

Potlatch, Idaho 83855
City, State, and Zip

Thirteenth: - Voting - Each member of this post shall have one (1) vote per member on each matter submitted to a vote of the membership.

Fourteenth: - The membership may from time to time adopt By-Laws of this corporation.

DATED This 18th day of September, 1987.

James H. Riley
Signature of Commander

Basel A. Johnson
Signature of Vice Commander

Stanley K. Denison
Signature of Adjutant

Robert H. [Signature]
Signature of Finance Officer

Mary Cleworth
Notary Public in and for the State of Idaho.
Residing at Potlatch
My commission expires 7-23-93