



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES 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

*GOLDEN YEARS SENIOR CITIZENS, INC.*

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *4th* day of *March* 19 *77*, original articles of amendment, as provided by Section *30-146-147 Idaho Code*  
*Restating the corporation articles*

and that the said articles of amendment contain the statement of facts required by law, and are *will be* recorded on Film No. *microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 *4th* day of *March*,  
A. D., 19 *77*.

Secretary of State

AMENDED  
ARTICLES OF INCORPORATION  
OF  
GOLDEN YEARS SENIOR CITIZENS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of Lincoln County, Idaho, all being residents and natural persons of the age of twenty-one (21) years or more and citizens of the State of Idaho, and the United States of America, acting as incorporators of a corporation formed under and pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code, do hereby adopt and execute the following Articles of Incorporation and do hereby certify and declare:

ARTICLE I.

That the name of said corporation is formed and is to be conducted and operated is as follows: Golden Years Senior Citizens, Inc.

ARTICLE II.

(a) This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, for all Senior Citizens in the County of Lincoln, and to transact all business properly connected with or incident to any or all of the objects and purposes of this corporation.

(b) To purchase, have, hold, lease, use and take possession of, own and enjoy any real or personal property necessary or incident to, or connect it with, the purposes of this corporation; and to sell, lease, alienate and dispose of the same at the pleasure of the corporation.

(c) To borrow or raise money for any of the purposes of this corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of

the corporation.

(d) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and everything suitable or proper for the accomplishment or attainment of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or influence from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein.

(e) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

(f) Notwithstanding any other provision of these 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.

### ARTICLE III.

(a) This corporation shall not have any capital stock but shall admit members into the corporation upon their arrival at the age of sixty (60) years.

(b) Voting power of the members of this corporation shall be equal and each member shall have one vote only.

(c) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, and will not be conducted for the purpose, directly or indirectly, fixing the price, or regulating the production of any article of commerce, or of produce of the soil, or of consumption by the people.

(d) Membership in this corporation shall not be assignable and cannot be terminated or cancelled so long as the member complies with these Articles of Incorporation, the By-Laws to be adopted hereunder and the rules and regulations adopted by the Board of Directors for the government of the members of this corporation.

(e) Dues and assessments may be levied against the members of this associ-

ation by the Board of Directors as provided in the By-Laws.

(f) The rights and interests of all members in this corporation shall be equal, and no member can have or acquire a greater interest than any other member.

(g) Membership in this corporation shall not be limited. The signers of these Articles of Incorporation shall be members of this corporation immediately upon adoption thereof. New members may be admitted upon compliance with the provisions provided therefor in the By-Laws.

(h) That the membership of the corporation shall consist of the signatories to these Articles of Incorporation and such other persons as may from time to time be elected to the membership of the corporation by the affirmative vote of a majority of the Board of Directors and/or in compliance with the By-Laws of the corporation to be adopted. Provided, however, that the By-Laws may provide for automatic expiration of and/or re-election to membership. Further provided, that only persons over the age of Sixty (60) years shall enjoy the privilege of voting in any and all elections for whatever purpose held. Further provided that persons who are not over the age of Sixty (60) years may become associate members, and such persons shall not enjoy any voting privileges whatsoever.

(i) The members of this association shall never be or become liable for the payment of any of the debts or liabilities of the association, and the private property of the members shall not be subject to or liable for the payment of association debts to any extent whatever.

(j) Senior Citizens need not become members to obtain services, including referral, counseling services relating to health, housing, finances, education, and employment, as well as participating in activities of the corporation, but non-members shall not enjoy any voting privileges whatsoever.

#### ARTICLE IV.

The government of this corporation, and the management of its affairs, shall be vested in a Board of Directors consisting of not less than seven (7) nor more than twelve (12) members, and within such limits, the number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time, as may be provided for in the By-Laws. The incorporators shall act in the capacity of directors of this corporation until their successors are elected and qualified.

The corporation shall have the right to prescribe through its By-Laws for any matters and things pertaining to the directors, including the right to change

the number thereof from time to time, not to exceed or be less than the number of directors set forth in these articles.

ARTICLE V.

The annual meeting of this corporation shall be held at such time and place as may be provided for in the By-laws. Such other meetings of the members and of the Board of Directors shall be held as may be provided for in the By-Laws.

ARTICLE VI.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VII.

These Articles of Incorporation may be altered or amended by a two-thirds (2/3) vote of all members of the corporation present at any regular meeting thereof, or any special meeting, called for that purpose, provided that a quorum, as specified in the By-Laws of this association, or the laws of the State of Idaho, be present and notice of the proposed change has been given the members ten (10) days before the meeting.

ARTICLE VIII.

(a) The location and post office address of the registered office of this corporation and the place where the principal place of business of this corporation is to be transacted is P. O. Box 399, Shoshone, Lincoln County, Idaho 83352.

(b) The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, We have hereunto set our hands this 15 day of

February, 1977.

Name
<u>Willa Carraway</u> Willa Carraway, Sec.
<u>Gladys Shaw</u> Gladys Shaw, Pres.
<u>Frank C. Lane</u> Frank C. Lane

Address
<u>Route #1 Box 18 Shoshone, Idaho 83352</u>
<u>106 East B. St. Shoshone, Idaho 83352</u>
<u>614 South Apple Shoshone, Idaho 83352</u>

STATE OF IDAHO     )  
                              )ss.  
County of Lincoln)

On this 16 day of March, 1977, before me, the undersigned, a Notary Public, personally appeared Willa Carraway, Gladys Shaw, and Frank C. Lane 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 seal this 16 day of March, 1977.

*James H. McNeil*  
Residing at Shoshone, Idaho