

State of Idaho

Department of State

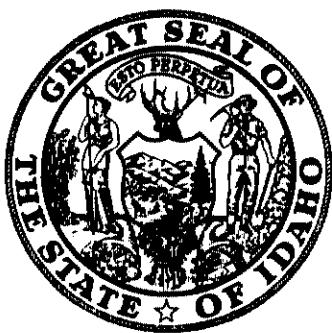
CERTIFICATE OF INCORPORATION OF

BIG WOOD RIVER POST NO. 4128 VETERANS OF
FOREIGN WARS OF THE UNITED STATES, INC.

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 BIG WOOD RIVER POST NO. 4128 VETERANS OF FOREIGN WARS OF THE UNITED STATES, 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: November 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By Valerie Taylor

ARTICLES OF INCORPORATION

OF

BIG WOOD RIVER
(Post name)

POST NO. 412 Nov 9 2:40 PM '92
SECRETARY OF STATE

SECRETARY OF STATE

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

In accordance with the provisions of IDAHO STATUTES (reference to State Statutes) relating to corporations not

for profit, the undersigned persons do hereby constitute themselves into a non-profit corporation and adopt the following Articles of Incorporation in accordance with said Statutes.

ARTICLE I — NAME:

The name of this corporation shall be BIGWOOD RIVER POST NO. 4128 VETERANS OF
(Post name) 92

FOREIGN WARS OF THE UNITED STATES, INC.

ARTICLE II – PURPOSES:

The general nature and purposes of this corporation shall be:

Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members; to assist worthy comrades; to perpetuate the memory and history of our dead and to assist their widows and orphans; to maintain true allegiance to the government of the United States of America and fidelity to its Constitution and laws; to foster true patriotism; to maintain and extend the institutions of American freedom and to preserve and defend the United States from all her enemies, whomsoever.

This incorporated subordinate unit of the VETERANS OF FOREIGN WARS OF THE UNITED STATES, shall at all times remain under the jurisdiction of, and be governed according to the Constitution, By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States. In the event that any provision of these Articles of Incorporation conflicts with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be deemed null and void, and the National Charter and By-laws shall, at all times, govern.

ARTICLE III— MEMBERSHIP:

The active and voting membership of this corporation shall at all times consist of and be confined to the active membership in good standing in BIG WOOD RIVER POST NO. 4128 VETERANS OF FOREIGN WARS OF THE UNITED STATES, with eligibility to, acquiring of, suspension from, and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE IV—INCORPORATORS:

The names and residences of the incorporators of this Corporation are as follows:

Post Commander: Lawrence W. Johnson 417 . 300 S. Jerome, Idaho 83338
(Name) (Address)

Post Sr. Vice Commander: Robert Wiesen 222 Mountain View Dr., Jerome, Id. 83358
(Name) (Address)

Post Quartermaster: Frederick F. Swaner P.O. Box 2720 Hailey, Idaho 83333
(Name) (Address)

ARTICLE V—MANAGEMENT & ELECTIONS:

The Board of Directors shall manage the affairs of this Corporation and shall consist of the Post Commander, the Post Sr. Vice Commander, and the Post Quartermaster, and they shall be elected at a regular meeting of the Post to be held during the month of April each and every year in accordance with the By-Laws of the Veterans of Foreign Wars of the United States. Actions of the Board of Directors as set forth herein shall be at all times subject to the approval of the Post.

ARTICLE VI — OFFICERS:

The names and addresses of the Officers of the Post who are to serve as Officers of the Corporation until their successors are duly elected and installed, are as follows:

Post Commander: Lawrence W. Johnson 417 . 300 S. Jerome, Idaho 83338
(Name) (Address)
who shall serve as President.

Post Sr. Vice Commander: Robert Wiesen 222 Mountain View Dr. Jerome, Id. 83358
(Name) (Address)
who shall serve as Vice President.

Post Adjutant: Frederick F. Swaner P.O. Box Hailey, Idaho 83333
(Name) (Address)
who shall serve as Secretary.

Post Quartermaster: Frederick F. Swaner P.O. Box 2720 Hailey, Idaho 83333
(Name) (Address)
who shall serve as Treasurer.

All of the above shall be elected at a regular meeting of the Post to be held during the month of April of each and every year, except the Post Adjutant who shall be appointed by the Post Commander on the night of installation or as soon thereafter as possible.

ARTICLE VII— INITIAL BOARD OF DIRECTORS:

This Corporation shall have not less than three (3) Directors and the initial Board of Directors shall be as follows:

Post Commander: Lawrence L. Johnson 417 E. 300 S. Jerome, Idaho, Director
(Name) (Address)

Post Sr. Vice Commander: Robert Wiesen 222 Mountain View R., Jerome, Idaho
(Name) (Address)

Post Quartermaster: Frederick F. Swaner 2720 Hailey, Id. 83333, Director
(Name) (Address)

The above Directors shall serve until the next election of Post Officers during the month of April of each and every year and who, by virtue of their office, shall serve as Directors of the Corporation.

ARTICLE VIII — BY-LAWS:

By-Laws for this Corporation may be made, altered, or rescinded after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said By-Laws shall not conflict with the National Charter, Constitution, By-Laws and Manual of Procedure of the VFW of the U.S., nor shall they conflict with the By-Laws of the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE IX — AMENDMENTS TO ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be made after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State, and in accordance with the National Charter, Constitution, By-Laws, and Manual of Procedure of the VFW of the U.S. and further they shall be in accordance with the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE X — MISCELLANEOUS:

In the event of a dissolution of this corporation all of the assets shall be the property of BIG WOOD RIVER POST NO. 4128 VETERANS OF FOREIGN WARS OF THE UNITED STATES and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit then, and in that event, title to all of the assets of this corporation shall pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

ARTICLE XI — ADDRESS AND REGISTERED OFFICE AND AGENT:

124 South Main St. Hailey, Idaho 83333

The address of its Initial Registered Office is P.O. Box 2720 Hailey, Idaho 83333

and in the name of its initial Registered Agent is Frederick F. Swaner

IN WITNESS WHEREOF we have hereunto set our hands and seals this 20th

Day of August, 1992, (All incorporators (Article IV), must sign and their signatures acknowledged.)

Laurne W. Johnson L.S.
Robert Wilson L.S.
Frederick F. Swaner L.S.

1/92