

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, **PETE T. CENARRUSA**
~~ARNOLD WILLIAMS~~, 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 original of the articles of incorporation of

THE TROY LIONS CLUB, INC.

was filed in the office of the Secretary of State on the **12th** day of **August** A. D. One Thousand Nine Hundred **sixty-eight** and is ~~to be~~ ^{to be} recorded on ~~film~~ ^{microfilm} of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Troy, Idaho** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **12th** day of **August**, A.D., 19⁶⁸.

Secretary of State.

ARTICLES OF INCORPORATION

OF

THE TROY LIONS CLUB, INC.

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 the age of twenty-one (21) years, and each of whom is a member and duly elected director of THE TROY LIONS CLUB, an unincorporated association, together with all other members of said association, have and do hereby voluntarily associate ourselves together for the purpose of forming, and do hereby form, a corporation under the provisions of Chapter 11 of Title 30 of the Idaho Code, and do hereby set forth, declare and certify as follows:

FIRST: The name of this corporation is THE TROY LIONS CLUB, INC.

SECOND: The purposes for which this corporation is formed are:

- A. To promote the theory and practice of the principles of good government and good citizenship.
- B. To take an active interest in the civic, social and moral welfare of the community.
- C. To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- D. To provide a forum for the full and free discussion of all matters of public interest, partisan politics and sectarian religion alone excepted.

- E. To encourage efficiency and promote high ethical standards in business and professions; provided that this club shall not hold out as one of its objects financial benefits to its members.
- F. To cooperate with other organizations or individuals who are engaged in worth-while endeavors for the public's welfare.
- G. Generally to carry out at Troy, Idaho, the principles and teachings of The International Association of Lions Clubs, a Service Club organization with whom Troy Lions Club, Inc. is affiliated.
- H. To operate and maintain a community meeting center for community charitable, social and religious groups and governmental agencies.

THIRD: The Troy Lions Club, Inc. is chartered by, and under the supervision of, The International Association of Lions Clubs of Chicago, Illinois; that, except where contrary to the laws and statutes of the State of Idaho, this corporation shall have all of the powers authorized to be exercised by the corporation under the Constitution and By-Laws of said Association, and its lawful successor or successors, and shall be governed by the Constitution and By-Laws of said Association, and its lawful successor or successors.

FOURTH: This corporation shall have the following powers to the extent that the same are not unlawful under the laws and statutes of the State of Idaho, to-wit:

To lease, purchase, or otherwise secure, acquire, own, hold, manage, use, operate, sell, transfer and convey such property,

real and personal, as may be necessary, expedient, suitable, proper or appropriate to the carrying out of any or all of the purposes of this corporation; provided, however, that the corporation shall not own or hold more real property than may be necessary for the business and objects of the corporation.

To borrow money without limitation as to the amount for any purposes or purpose of this corporation, whether secured or unsecured, and from time to time make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange or other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, trust deed, assignment of, or by other lien or encumbrance upon, assignment of, or agreements in regard to, all or any part of the property, rights, or interests of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

To enter into, execute, perform and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects and purposes of this corporation.

To solicit, accept and receive donations of money and other properties of every kind, type and description by gift, grant, devise, bequest, or otherwise, and to hold, manage, use, expend, operate, transfer and convey such moneys and properties for the use and benefit of the corporation.

To sponsor, promote, engage in and conduct entertainments,

amusements, projects and diversions of every type and kind to provide capital and to defray the costs and expenses of the corporation and its undertakings.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary, suitable or proper to or connected with any or all of the objects or purposes in this article mentioned, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho.

The purposes specified in these articles shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent and cumulative purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although they be of like nature.

That the enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict

the general powers of this corporation under the laws and statutes of the State of Idaho.

FIFTH: The place where the principal business of the corporation is to be transacted is Troy, Idaho, and the location and post office address of the registered and principal office of the corporation in the State of Idaho is Troy, Idaho.

SIXTH: The duration of this corporation and the term for which it is to exist is perpetual.

SEVENTH: That this is a fraternal and benevolent corporation. That pecuniary profit is not one of its objects or purposes. That no pecuniary dividends shall be declared. That in no event shall any of the assets or property of this corporation or the proceeds of any of said assets or property or any of the earnings, if any, of the corporation be distributed to members or any of them. That none of the private property of the members, or any of them, be liable for any debt or obligation, contractual or otherwise, of the corporation.

EIGHTH: There are no authorized shares of stock in this corporation, and there is no capital stock and no shares of stock.

NINTH: That the names and addresses of the directors of this corporation elected to hold office until the next annual meeting of the corporation and until their respective successors are duly elected and qualified are:

Names:
R. G. Reynolds
P. J. Nunan

Post Office Addresses:
Troy, Idaho
Troy, Idaho

<u>Names:</u>	<u>Post Office Addresses:</u>
Raymond L. Soderstrom	Troy, Idaho
Glen McKie	Troy, Idaho
Vernon T. Sunner	Troy, Idaho
Roger Swanson	Troy, Idaho
James Rauch	Troy, Idaho
Clyde Spencer	Troy, Idaho
Leroy Brocke	Troy, Idaho

TENTH: That the members of The Troy Lions Club, an unincorporated association, held a meeting and election of directors at the Lions Community Hall, at Troy, Idaho, on the 1st day of August, 1968, at the hour of ^{7:00}~~7:30~~ o'clock P. M. of said day; that, at said meeting a quorum of the members of said association was present; and that as a result of said election the following persons were elected directors of the said association, towit, R. G. Reynolds, P. J. Nunan, Raymond L. Soderstrom, Glen McKie, Vernon T. Sunner, Roger Swanson, James Rauch, Clyde Spencer and Leroy Brocke, each having received a majority of the votes cast at said election; and being the persons receiving the highest number of votes cast, the presiding officer thereupon declared that said persons were the duly elected directors of said association; and said persons are the duly elected directors of said association to hold office until the next annual meeting of the members of said association and until their respective successors are duly elected and qualified.

That, at said meeting, these articles of incorporation were duly and regularly presented to said meeting and were unanimously

approved and adopted by all members of said association who were present, and the above-named directors, were, by the unanimous vote of all members of said association present at said meeting, duly and regularly authorized, empowered and directed to execute, acknowledge, file and record these articles of incorporation. That the following is a true copy of the notice of said meeting at which said directors were elected and these articles of incorporation approved and adopted, to-wit:

'NOTICE OF MEETING AND ELECTION

NOTICE IS HEREBY GIVEN, pursuant to Chapter 11 of Title 30 of the Idaho Code, that a meeting of the members of THE TROY LIONS CLUB, an unincorporated association, will be held at the Lions Community Hall at Troy, on the 1st day of August, 1968, at ^{7:00}~~7:30~~ o'clock P. M. of the said day, for the purpose of electing directors (the number to be not less than three nor more than one hundred) and for the purpose of incorporating under Chapter 11 of Title 30 of the Idaho Code, and doing all things necessary and proper to be done in connection therewith, and for the purpose of transacting any and all business which may come before said meeting.

Dated this 10th day of July, 1968.

/S/ RAYMOND L. SODERSTROM
The Troy Lions Club"

That said notice was given by publication thereof in the Daily Idahonian, a daily newspaper, printed and published at Moscow, in Latah County, State of Idaho, and having a general circulation in said county, which said newspaper had been continuously and uninterruptedly printed and published in said county during a period

of more than seventy-eight (78) consecutive weeks immediately prior to the first publication of said notice; that said notice of the time and place of holding said meeting and election was given by publication in three (3) consecutive Saturday issues of the said newspaper, Saturday being the day designated by said newspaper for the publication of legal notices required to be published weekly, to-wit, on July 13, 20 and 27, all in the year 1968, prior to said meeting and election; and that said notice was also given by posting a like notice in a conspicuous place on the building where said election was held for the same length of time that it was published in said newspaper.

That all of the members of said association who were present at said meeting voted at the said election.

That R. G. Reynolds and Raymond L. Soderstrom were, respectively, the presiding officer and secretary of said meeting.

ELEVENTH: That the members of this corporation shall consist of the persons who are now members of The Troy Lions Club, an unincorporated association, and such other persons as from time to time hereafter may become and remain members in the manner provided in the by-laws of the corporation. That upon the issuance of the Certificate of Incorporation each and all of the members of The Troy Lions Club, an unincorporated association, shall ipso facto become members of this corporation.

TWELFTH: That the by-laws of this corporation may be adopted, altered, amended or new by-laws adopted at any regular or at any special meeting of the members of this corporation called for this purpose by the affirmative vote of two-thirds (2/3rds) of the members present at such meeting; provided that a quorum as specified in the by-laws of the corporation or the laws of the State of Idaho

are present.

THIRTEENTH: That the articles of incorporation of this corporation may be altered or amended at any regular or special meeting of the members of this corporation called for that purpose by the affirmative vote of two-thirds (2/3rds) of the members present at such meeting; provided that a quorum as specified in the by-laws of the corporation or the laws of the State of Idaho are present.

FOURTEENTH: That unless and until changed by the by-laws of this corporation, the number of directors of the corporation shall be nine (9), each of whom shall be a member of the corporation.

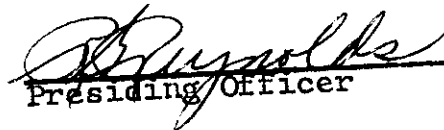
FIFTEENTH: That unless and until changed by the by-laws of this corporation those members present at any regular or special meeting of the members of the corporation shall constitute a quorum for the transaction of all business at such regular or special meeting; provided that notice of such meeting is given in the manner provided in the by-laws of the corporation or the laws of the State of Idaho.

STATE OF IDAHO)
 : ss.
County of Latah)

R. G. REYNOLDS, being first duly sworn on his oath, deposes and says:


That he was the presiding officer of the meeting, hereinabove mentioned and set forth in paragraph number tenth of the foregoing articles of incorporation, and that Raymond L. Soderstrom was the secretary of said meeting; that he attended at said meeting and

was the officer conducting said election and said meeting; that he has read the within and foregoing articles of incorporation, and knows the contents thereof; that said meeting was held at the time and place and in the manner set forth in said articles of incorporation; that each and every fact, hereinbefore set forth, in said articles of incorporation, appertaining to said meeting, said election of directors and/or said approval and adoption of said articles of incorporation is true and correct in each and every particular; that notice of said meeting was given for the time and in the manner set forth in said articles of incorporation; that the foregoing articles of incorporation were duly approved and adopted at said meeting; and that each and every fact, stated in said paragraph number Tenth of said articles of incorporation, is true and correct in each and every particular.




Presiding Officer

ATTEST:




Secretary

Subscribed and sworn to before me this 1st day of August, 1968.



NOTARY PUBLIC in and for the State
of Idaho, residing at Troy, Idaho.

IN WITNESS WHEREOF, we, the above-named directors, have here-
unto set our hands this 1st day of August, 1968.



R. G. Reynolds

P. J. Nunan
P. J. Nunan

Raymond L. Soderstrom
Raymond L. Soderstrom

Glen W. McKie
Glen McKie

Vernon T. Sumner
Vernon T. Sumner

Roger Swanson
Roger Swanson

James R. Rauch
James Rauch

Elyde Spencer
Elyde Spencer

Leroy Brocke
Leroy Brocke

STATE OF IDAHO)
) :ss.
County of Latah)

On this 1st day of August, 1968, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared the directors above known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

Edward Mortenson
NOTARY PUBLIC in and for the State
of Idaho, residing at Moscow,
Idaho.