



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

STEWART HOOVER, POST NO. 23, 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 _____

STEWART HOOVER, POST NO. 23, 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 December 06, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. H. H. H.
Corporation Clerk

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

STEWART HOOVER, '90 DEC 6 AM 8 39
POST NO. 23,

THE AMERICAN LEGION, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: 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 Stewart Hoover, Post No. 23, The American Legion, an ex-service men's association, and each of whom is a duly elected director of Stewart Hoover, Post No. 23, 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 nonprofit corporation under the laws of the State of Idaho. We do hereby set forth, declare and certify:

I. Name. The name of this corporation is:

STEWART HOOVER, POST NO. 23,

THE AMERICAN LEGION, INCORPORATED

II. Purpose. The purposes for which this corporation is formed are:

A. To uphold and defend the Constitution of the United States of America; to maintain law and order; to foster and perpetuate a one hundred percent 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.

B. 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, exercise and recreation of its members and others, and to enter into any and all contracts necessary in 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.

C. 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.

D. 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 other structures as may be necessary, expedient, proper 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, devise, bequest, or otherwise, and to own, hold, manage, lease, use, operate, sell, transfer and/or convey any or all such property.

F. 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.

III. Duration. The duration of this corporation shall be perpetual.

IV. Place of Business. The place where the principal business of this corporation is to be transacted is Blackfoot, Idaho, and the location and post-office address in the State of Idaho is Mitchell Road, P.O. Box 753, Blackfoot, Idaho 83221.

V. No Shares. There are no authorized shares of stock in this corporation, and there is no capital stock, and there are no shares of stock.

VI. Nonprofit and Tax Exempt Status. This is a social and benevolent corporation, and pecuniary profit is not its object. This is a nonprofit corporation organized under Idaho Code Sections 30-301 through 30-332, The Idaho Nonprofit Corporation Act. The corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set forth in that portion of Internal Revenue Code Section 501(c) under which the corporation chooses to qualify for tax exemption, as the same now exists, or as it may be amended from time to time.

VII. Members. Each member in good standing of Stewart Hoover, Post No. 23, The American Legion, is a member of this corporation, and each person, who shall hereafter become a member of said post, shall ipso facto become a member of this corporation, and each member of said Post shall be and remain a member of this corporation, as long as he 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. Assessments may be levied upon all members of this corporation at the times and in the amounts determined by the Board of Directors (Executive Committee) from time to time.

VIII. Directors. The initial number of directors of this corporation shall be six (6). Each director shall be a member of this corporation and shall be a member of the Executive Committee of the Post. No other qualification shall be required. Pursuant to Idaho Code 30-323(d) a change in the number of directors of the corporation may be made by Amendment to the Bylaws of the Corporation.

IX. Incorporators. The names and addresses of the initial 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:

<u>NAMES</u>	<u>STREET ADDRESS</u>
DON TANNER	1130 S. Broadway, Blackfoot ID 83221
GRANT CHRISTENSEN	122 W. 50 S., Blackfoot ID 83221
MORTON BRANN	274 Lena Lane, Blackfoot ID 83221
CLYDE DOMAN	95 E. Rich Lane, Blackfoot ID 83221
KENT PHELPS	91 N. University, Blackfoot ID 83221
RAY ALEXANDER	250 Bergeson, Blackfoot ID 83221

X. Corporate Bylaws. The initial By-Laws for this corporation shall consist of the existing Post Constitution and Post By-Laws. The Post Constitution and Post By-Laws may be

adopted, repealed or amended from time to time at any annual membership meeting, or at any special meeting of the members called for that purpose by a vote representing a two-thirds 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 two-thirds majority of the members of this corporation, which written consent may be in one or more instruments.

XI. Quorum. Eight (8) members of this corporation shall constitute a quorum at any meeting of the members thereof.

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

XIII. Registered Agent. The initial registered agent of this corporation is:

Don Tanner
1130 S. Broadway, P.O. Box 753
Blackfoot, Idaho 83221

DATED this 5th day of December, 1990.

Don Tanner
DON TANNER

Grant Christensen
GRANT CHRISTENSEN

Morton Brann
MORTON BRANN

Clyde T. Dorman
CLYDE DORMAN

Kent Phelps
KENT PHELPS

Ray Alexander
RAY ALEXANDER