



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO DRUG-FREE YOUTH, 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 _____

IDAHO DRUG-FREE YOUTH, 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 March 4, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION
OF
IDAHO DRUG-FREE YOUTH, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned, all being over the age of eighteen years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation (hereinafter called "corporation") is the "Idaho Drug-Free Youth, Inc."

ARTICLE II
DURATION

The duration of this corporation shall be perpetual.

ARTICLE III
POWERS, PURPOSES AND LIMITATIONS

This corporation is not organized for profit and no part of gains or earnings shall inure to its members. The corporation's general purpose shall be to prevent youth drug abuse through educational programs which include community involvement and positive reinforcement. Further this corporation shall fulfill charitable and educational purposes consistent with the meaning of such terms as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

In furtherance of said purposes, and subject to the approval of members and corporate laws of Idaho, this corporation shall have the power to:

- (a) Perform all of the duties and obligations of the corporation as set forth in the By-Laws;
- (b) Pay all expenses and obligations incurred by the corporation in the conduct of its business, including, without limitation, all licenses, taxes, or governmental charges levied or imposed against the corporation or its property.
- (c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (d) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell, transfer, or grant easements over all or part of any of the corporation's property to any public agency, authority or utility, for such purposes and subject to such conditions as may be agreed to by the members.
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the corporation;
- (g) Litigate, mediate, and arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and By-Laws of the corporation.
- (h) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (i) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise, consistent with the requirements of Internal Revenue Code as relates to this type of corporation.

No part of the net earnings or the assets of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE IV
MEMBERS AND MEMBERSHIP**

A. Non-Stock Corporation. Participation in management and ownership of the corporation shall be by membership only. The corporation shall issue no stock and shall have no shareholders, but shall have members.

B. Management. The Board of Directors shall constitute the governing body of this corporation. The membership of this corporation shall be regulated by the By-Laws.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be at 2208 North Fairway Drive, Coeur d'Alene, Idaho, and the initial registered agent at such address shall be Joseph P. McCarron.

**ARTICLE VI
BOARD OF INCORPORATORS**

The Board of Incorporators of this corporation shall be:

Stu Kimball
N. 5500 Government Way
P. O. Box 9000
Coeur d'Alene, ID 83814

Melanie Hougham
2201 N. Fairway Drive
Coeur d'Alene, ID 83814

Joseph McCarron
2209 N. Fairway Drive
Coeur d'Alene, ID 83814

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this corporation shall be managed in accordance with the By-Laws by a Board not less than nine (9) nor more than twenty-five (25) Directors. The names and addresses of the initial Directors of the corporation, until the selection of their successors, are:

<u>Name</u>	<u>Address</u>
1. Rhonda Sand	N. 4055 Government Way, Coeur d'Alene
2. Melanie Hougham	2201 N. Fairway Drive, Coeur d'Alene
3. Stu Kimball	N. 5500 Government Way, Coeur d'Alene
4. David Himebaugh	1621 N. 3rd, Suite 900, Coeur d'Alene
5. Sharon Sorenson	202 Anton Street, Coeur d'Alene
6. Ken Ostaszewski	1717 Lincoln Way, Suite 103, Coeur d'Alene
7. Geral Brouillette	2301 N. Ironwood Place, Coeur d'Alene
8. Marlene Scott	202 Anton Street, Coeur d'Alene
9. Rhonda Magera	2501 Sherman, Apt. 220, Coeur d'Alene
10. Joseph McCarron	2209 N. Fairway Drive, Coeur d'Alene

The selection of successors shall be by majority vote of the Board of Directors in accordance with By-Laws. The corporation may also have ex-officio board members that do not vote but do participate in discussion.

**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt

organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Dated: 3/1/91

Joseph McCarron
JOSEPH MCCARRON

Stu Kimball
STU KIMBALL

Melanie Hougham
MELANIE HOUGHAM

