

**ARTICLES OF INCORPORATION OF  
FRIENDS OF THE PAYETTE AVALANCHE CENTER, INC.  
AN IDAHO NONPROFIT CORPORATION**

*For Office Use Only*

**-FILED-**

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We, the undersigned, each of whom is of legal age and a citizen of the United States of America and acting as incorporators, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation (hereafter "Corporation") under the Idaho Nonprofit Corporation Act do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

**NAME**

The name of the Corporation is:

FRIENDS OF THE PAYETTE AVALANCHE CENTER, INC.

**ARTICLE TWO**

**DURATION**

The period of duration is perpetual.

## ARTICLE THREE

### EXEMPT STATUS

The Corporation is organized and shall be operated to attract substantial support from contributions, directly or indirectly, from persons within and without Valley County, Idaho for the sole and exclusive use and benefit of the Payette Avalanche Center, operated by the Payette National Forest. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is or shall be distributable to or inure to the benefit of the Directors or officers of the Corporation except to the extent permitted under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code). No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the 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 contained in these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE FOUR**

### **PURPOSES**

This Corporation is organized and shall be operated exclusively for educational and charitable purposes and, subject to this limitation, the purposes and power of the Corporation shall be to; financially and administratively support The Payette Avalanche Center (PAC) and provide basic avalanche education and safety tools/facilities to all types of winter recreationists, and to be a partner to the PAC in the West Central Mountains of Idaho, or its successor, if ever there be one.

## **ARTICLE FIVE**

### **POWERS**

This Corporation shall have corporate powers as follows:

A. To accept, hold, invest, re-invest and administer any gifts, bequests, devises, benefits of trust (but not to act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use, disburse or donate the principal and/or income from said property solely for the purposes provided in these Articles of Incorporation.

B. To exercise any and all powers not prohibited by these Articles of Incorporation or law and not prohibited to non-profit tax-exempt corporations.

**ARTICLE SIX**

**REGISTERED AGENT AND OFFICE**

The Registered Agent of this Corporation is James T. Pace (for the Friends of the Payette Avalanche Center, Inc.) The Registered Office of this Corporation is hereby designated as 333 Rio Vista Blvd, McCall, Idaho 83638, which address is the personal home of the Registered Agent designated as above set forth.

**ARTICLE SEVEN**

**OFFICERS / BOARD OF DIRECTORS**

The officers listed below may hold concurrent positions as members of the board of directors. The number of Directors constituting the Board of Directors of this Corporation shall be not less than five (5) the exact number of which shall be set forth in the Bylaws of the Corporation.

Each Director shall serve for a term of three (3) years except that one-third of the initial Board of Directors shall serve for a one-year term and another one-third of the initial Board of Directors shall serve for a two-year term, all to the effect that the three-year terms are staggered so as best to promote continuity. At completion of a term, directors may make a motion to renew the officer's term for an additional three years.

The officer then has a choice to renew the term or step down.

The names and addresses of the initial Board of Directors is as follows:

**Chair / President**

Dave Bingeman  
287 Alta Vista Drive  
McCall, ID 83638

**Vice Chair / Vice President**

Jim Pace  
333 Rio Vista Blvd  
McCall, Idaho 83638

**Secretary**

John Postlewait  
1816 Division Avenue  
Boise, ID 83706

**Treasurer**

Margeaux Zwang  
PO Box 534  
McCall, ID 83638

**Director**

Janna Allen  
155 Potter Lane  
McCall, ID 83638

**Director**

Angela Staup  
PO Box 1221  
McCall, ID 83638

**Director**

Emily Bettin  
PO Box 1655  
McCall, ID 83638

**Director**

Heather Thiry  
PO Box 824  
McCall, ID 83638

## **ARTICLE EIGHT**

### **ELECTION OF DIRECTORS**

The Board of Directors shall be filled by a majority vote of a quorum of the initial Directors named in Article Seven. Following the appointment of the initial Board of Directors of the Corporation, all vacancies on the Board shall be filled by a majority vote of a quorum of the Board of Directors.

Each of the Directors above designated shall hold office until his or her successor is elected and qualified.

## **ARTICLE NINE**

### **PRIVATE PROPERTY NOT LIABLE**

The private property of the Directors, officers, and members of this Corporation shall not be subject to the payment of Corporation debt.

## **ARTICLE TEN**

### **PROHIBITION ON PAYMENTS**

No director or officer of this non-profit Corporation shall receive any of the income or other property of this non-profit Corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expense incurred or money loaned to the Corporation, and all funds of this Corporation shall be used solely and exclusively to carry out the purposes of this Corporation.

## **ARTICLE ELEVEN**

### **OFFICERS**

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the Corporation. Officers shall be chosen in accordance with provisions stated in the Bylaws.

The names and addresses of the initial Board of Directors is as follows:

**Chair / President**

Dave Bingeman  
287 Alta Vista Drive  
McCall, ID 83638

**Vice Chair / Vice President**

Jim Pace  
333 Rio Vista Blvd  
McCall, Idaho 83638

**Secretary**

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1816 Division Avenue  
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**Treasurer**

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PO Box 534

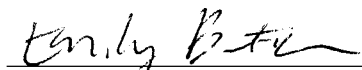
McCall, ID 83638

## ARTICLE TWELVE

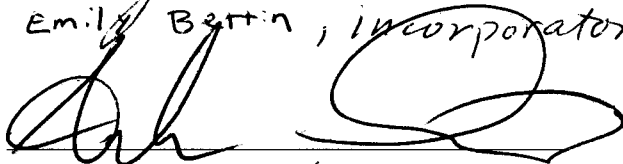
### DISTRIBUTION ON DISSOLUTION

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Payette Avalanche Center operated by the Payette National Forest, or its successor, if ever there be one. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that support the mission of this Corporation.

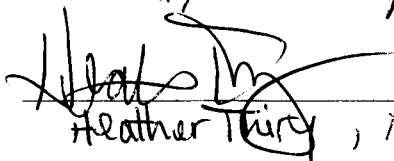
IN WITNESS WHEREOF, we, the undersigned incorporators, have set our hand this 31 day of <sup>August</sup>~~May~~, 2023..



Emily Bertin, incorporator, PO Box 1655, McCall ID 83638



Ingda Staup, incorporator, PO Box 1221, McCall ID 83638



Heather Thiry, incorporator, PO Box 824, McCall ID 83638



Margaux Zwan

Margaux Zwan , incorporator, PO Box 534, McCall ID 83638

D.B.

DAN BINGMAN , incorporator, 287 Alta Vista Drive, McCall ID 83638

Jana Allen

Jana Allen , incorporator, 155 Potter Lane, McCall ID 83638

Jim Pace

Jim Pace , incorporator, 333 Rio Vista Blvd, McCall ID 83638