



Department of State.

CERTIFICATE OF INCORPORATION

IRA H. MASTERS
I, ~~J. B. (C. V.) PRICE~~ 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

MASONIC BUILDING ASSOCIATION OF TWIN FALLS, INC.

was filed in the office of the Secretary of State on the **seventeenth** day
of **December** A.D. One Thousand Nine Hundred **Fifty-one** and
duly recorded on Film No. **70** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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
Twin Falls in the County of **Twin Falls**

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 **17th** day
of **December**, in the year of our Lord
one thousand nine hundred **fifty-one**,
and of the Independence of the United States of
America the One Hundred **Seventy-sixth**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
MASONIC BUILDING ASSOCIATION OF TWIN FALLS.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and citizens of the United States have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we certify in writing:

I.

The name of this corporation shall be "MASONIC BUILDING ASSOCIATION OF TWIN FALLS , INC."

II.

That the purpose for which this corporation is formed are:

1. To hold, own, purchase, sell, lease, real and personal property and real and personal property rights of all kinds; to construct, manage, and operate buildings and structures on real property; to furnish, decorate and equip such buildings and structures with furniture, furnishings and appliances, all for the promotion of the fraternal, charitable and benevolent purposes of the organizations eligible to become shareholders of this corporation as hereinafter described.

2. To borrow money and secure payment of the same by mortgages or pledges; to lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of exchange, promissory notes, bonds; to form, promote, subsidize

and assist companys, firms and partnerships of all kinds; to acquire and hold stock in other corporations and to acquire and hold stock in this corporation; to act as surety or guarantor in any and all types of engagements, including power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of other persons, firms or corporations, including also the power to act as accommodation co-maker or guarantor of obligations, and generally to carry on any other lawful business whatsoever which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties or to serve the fraternal, benevolent, charitable, or non-profit activities of the corporation or its shareholders.

III.

That this corporation shall have perpetual existence, and all of its stock shall be non-assessable.

IV.

That the number of directors of this corporation shall be Nine (9) who shall be elected solely by the holders of the Class A stock of the corporation hereinafter described, and nominated only as provided by the By-Laws.

V.

That the registered office of this corporation in the State of Idaho shall be located in Twin Falls, County of Twin Falls, State of Idaho, and the Post Office address of the registered office of this corporation in the State of Idaho is Twin Falls, Idaho.

VI.

The capital stock of this corporation shall be divided into two classes known as Class A stock and Class B stock. The Class A Stock shall have a par value of Fifty Dollars (\$50.00) per share and the total authorized number of shares of Class A Stock shall be Nine (9) with a total par value of the Class A Stock of Four Hundred Fifty Dollars (\$450.00). The par value of Class B shares shall be One Hundred Dollars (\$100.00). The total authorized number of Class B shares shall be Two Thousand Five Hundred (2,500), making the aggregate par value of Class A and Class B shares Two Hundred Fifty Thousand Four Hundred Fifty Dollars (\$250,450.00).

VII.

The Class A shares of the stock of this corporation shall have all of the voting power of the corporation's outstanding stock and the Class B shares shall have no voting power except as hereinafter set forth. Ownership of Class A and Class B stock shall be forever limited to charitable, benevolent, and fraternal organizations which are recognized as Masonic organizations by the Grand Lodge of Idaho, Ancient Free and Accepted Masons incorporated by act of legislation of the territory of Idaho approved January 9, 1866, and any acquisition of stock by any other person, except for the use and benefit of an eligible organization shall be void and of no effect. The incorporators hereby declare that their subscriptions hereinafter set forth are wholly for the use and benefit of eligible organizations. The By-laws shall provide for the manner of issuance of the Class A stock and the Class B stock and for eligibility for holding and restrictions on transferring of both classes of stock not inconsistent herewith.

The Class B stock shall constitute the equitable ownership of the assets of the corporation. It shall have no voting rights except that no sale of the real property owned by the corporation or any incumbrance thereon, or any lease of the real property of the corporation for a period of longer than One (1) year, or any liquidation of the corporation shall be made or had without the

consent of the holders of two-thirds of the outstanding Class B stock voted at a meeting held for such purpose, such lease, sale, or incumbrance, distribution or liquidation, however, to be concurred in by the holders of two-thirds of the outstanding Class A stock given at such meeting.

VIII.

Upon organization of this corporation, the Code of By-Laws shall be adopted which shall provide for annual meetings of shareholders which shall designate the number, title, duties and qualifications of corporate officers. Such By-Laws may provide that the administration, management and control of the corporation and its assets may be vested in an executive committee of Five (5) members to be chosen by and from the membership of the Board of Directors who shall be subject to control and direction by the Board. Said By-Laws may further provide for the manner of issuance of all of its shares of capital stock of the corporation, the qualifications of stockholders, and restrictions on transfer of stock, as well as the method and manner of nomination and election of the directors of the corporation.

IX.

The following are the names and Post Office addresses of each of the incorporators and the number of shares subscribed by each:

<u>Name of Incorporator</u>	<u>Post Office Address</u>	<u>Number of Class A Shares Subscribed</u>
<u>Walter W. Johnson</u>	<u>Twins Falls, Idaho</u>	Five (5)
<u>John H. Johnson</u>	<u>Twins Falls, Idaho</u>	One (1)
<u>John H. Barker</u>	<u>Twins Falls, Idaho</u>	One (1)
<u>Wm. W. Johnson</u>	<u>Twins Falls, Idaho</u>	One (1)
<u>Gladys E. Jordan</u>	<u>Twins Falls, Idaho</u>	One (1)

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 28th day of November, 1951.

Fred W. Hudson
John H. Peterson
John H. Barber
Harry W. Barry
Claude M. Gordon

STATE OF IDAHO)
County of Twin Falls) ss.

On this 28 day of November, 1951, before me,
the undersigned, a Notary Public in and for said County and
State personally appeared Fred W. Hudson, John H. Peterson,
John H. Barber, Harry W. Barry and
Claude M. Gordon

known to me to be the persons whose names are subscribed to the
within instrument, and acknowledged to me that they executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, the day and year in this certificate
first above written.

Guth I. Edmunds
Notary Public, residing at
Twin Falls, Idaho.