

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

MERIDIAN ROTARY CLUB, INC.

06 MAY 17 PM 4:00

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"):

Article I Name.

The name of the Corporation is Meridian Rotary Club, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Meridian, County of Ada, and in the State of Idaho. The address of the initial registered office is 77 E. Idaho, Suite 100, Meridian, Idaho 83642, and the name of the initial registered agent at this address is Mark S. Freeman.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First: The development of acquaintance as an opportunity for service;
- Second: High ethical standard in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third: The application of the ideal of service in each Rotarian's personal, business,

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and community life; and

Fourth: The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Corporation's Bylaws.

C. Charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the 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 in Article V hereof. No substantial part of the activities of the Corporation shall be for the 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 provisions of these Articles, the 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 VII Voting Members.

The Corporation shall have voting members. Provisions regarding the classification, qualifications, limitations, obligations, rights and other characteristics of members shall be set forth in the bylaws of the Corporation.

Article VIII Board of Directors.

The number of Directors serving on the Board of Directors shall consist of no fewer than three (3) people and shall be fixed in accordance with the Corporation's Bylaws. Other than the

Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

The initial Board of Directors shall consist of five (5) people. The terms of the initial members of the Board of Directors shall be for one (1) year or until their respective successors are elected and shall have qualified. The names and street addresses of the persons constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Reece Theobald	344 W. Ashbourne Eagle, Idaho 83616
Rena Goodwin	P.O. Box 140018 Boise, Idaho 83714
Mark VanSkiver	5053 Fifeshire Pl. Boise, Idaho 83713
Brett Barton	5572 W. School Ridge Rd. Boise, Idaho 83714
Richard Johannsen	660 E. Franklin Rd. Meridian, Idaho 83642

Article IX Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to the student boy accounts of Meridian High School, a public school, or to Joint School District No. 2, or to such other organization or organizations as shall at that time qualify as exempt organizations under Section 501(c) (12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator.

The name and street address of the incorporator is as follows:

Mark S. Freeman
77 E. Idaho
Suite 100
Meridian, Idaho 83642

Article XI Mailing Address.

The mailing address for the Corporation shall be:

P.O. Box 14
Meridian, Idaho 83680

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation:

DATED this 12th day of May, 2006.



Mark S. Freeman