



## Department of State.

### CERTIFICATE OF INCORPORATION

*I, FRANKLIN GIRARD, 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*

**IDAHO STATE PHARMACEUTICAL ASSOCIATION, INC.**

*was filed in the office of the Secretary of State on the* ninth *day*  
*of* January *A. D. One Thousand Nine Hundred* thirty-four *and*  
*is duly recorded in Book* A-27 *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 and Sections*  
*29-1001 to 29-1005, inclusive, 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*  
*Boise* *in the County of* Ada *,*  
*and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative*  
*Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.*

*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* ninth *day*  
*of* January *, in the year of our Lord*  
*one thousand nine hundred thirty-* four *,*  
*and of the Independence of the United States of*  
*America the One Hundred* Fifty-eighth *.*

*Secretary of State.*

ARTICLES OF INCORPORATION  
OF THE  
IDAHO STATE PHARMACEUTICAL ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens and bona fide residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a cooperative association under the provisions of Chapter 10 of Title 29, Idaho Code Annotated and all other laws of the State of Idaho pertaining thereto, and do hereby adopt the following ARTICLES OF INCORPORATION, To-wit:

ARTICLE ONE

The name of said cooperative association shall be the IDAHO STATE PHARMACEUTICAL ASSOCIATION, INC.

ARTICLE TWO

The term of existence of the cooperative association shall be perpetual.

ARTICLE THREE

The location and post-office address of its registered office in this state shall be Boise, Ada County, Idaho.

ARTICLE FOUR

The objects and purposes for which this cooperative association is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

To bring about a closer cooperation between the retail druggists of the State of Idaho.

To foster and promote a more friendly relationship between druggists and the wholesalers, manufacturers and others.

To engage in any work or enterprise which will or may in any way assist or be beneficial to the retail drug industry in general to the same extent as a natural person may do; but this shall not be construed to permit this corporation to carry on a drug business as a manufacturer, wholesaler, jobber or retailer.

To collect, compile and distribute any information and/or advice as to business methods, and all legal and proper information which may be of interest or value to retail druggists in the prosecution of their business.

To secure and preserve equitable trade conditions for our members and their employees whereby the interests of both shall be properly protected.

To devise ways and means of maintaining a high standard of professional work and cooperate with all other allied Medical-Dental-Pharmaceutical professions.

To promote by every proper means all measures and all legislation honestly intended to prevent the adulteration of food stuffs and substances used in the preparation of medicines

and all legislation tending to further the lawful interest of the drug industry.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey and/or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this cooperative association.

#### ARTICLE FIVE

This cooperative association shall have no capital stock and shall not be conducted for profit. Each member shall be issued a certificate of membership. No membership or membership certificate shall be transferrable and no assignee thereof, whether by operation of law or otherwise, shall be entitled to membership in the cooperative association or any property rights or interest therein except by resolution of the Board of Directors and under such regulations as the by-laws may provide.

## ARTICLE SIX

The membership thereof shall consist of the persons hereinafter named as incorporators and such other persons, corporations, associations and co-partnerships as shall from time to time become members in the manner provided by its by-laws.

Any member who shall fail to comply with the requirements of the by-laws and regulations made pursuant thereto shall, if the Board of Directors by a majority vote so determine, forfeit his or its membership and any and all property rights and interest in this cooperative association and its property.

## ARTICLE SEVEN

The voting power, property rights and interest of all of the members shall be equal; each member shall be entitled to his vote on any and all questions coming before its members. Every member is entitled to vote at any meeting and may be represented and vote by proxy.

## ARTICLE EIGHT

The annual meeting of members shall be held at such date and hour as the Board of Directors may elect. The place of such meeting shall be selected by the members at the annual meeting, for the ensuing year. Special meetings of members shall be provided for in the by-laws of the cooperative association.

## ARTICLE NINE

The business of the cooperative association shall be managed by a Board of Twelve Directors whose terms of office,

powers and duties shall be prescribed by the by-laws of this cooperative association.

A Director must be a member of the cooperative association in good standing, or the duly authorized representative of said member if it be other than a natural person.

The officers of said cooperative association shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be combined in one person.

#### ARTICLE TEN

The name and post-office address of each of the incorporators of this cooperative association are as follows, to-wit:

<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>
Austin A. Walker	Boise, Idaho
Donald S. Whitehead	Boise, Idaho
Harold L. Potter	Boise, Idaho
Elmer B. Williams	Boise, Idaho
<del>Alvah</del> E. Sutton	Caldwell, Idaho

#### ARTICLE ELEVEN

The seal of this cooperative association shall be in a circular border one and three-fourths inches in diameter, and around and within the border shall be the inscription "Idaho State Pharmaceutical Association, Inc." and in the center of said inclosure, shall be the word "SEAL".

IN WITNESS WHEREOF, We, the undersigned, being each of the original incorporators of the Idaho State Pharm-

aceutical Association, Inc., have hereunto set our hands  
and seals and caused these ARTICLES OF INCORPORATION to be  
executed in Triplicate this 8<sup>th</sup> day of January, A.D.,  
1936

Austin A. Walker

Donald S. Whitehead

Harold L. Potter

Elmer B. Williams

A. E. Sutton

STATE OF IDAHO )  
County of Ada ) SS.

On this 8<sup>th</sup> day of January, 1936, before me \_\_\_\_\_  
Frederick M. Babcock, a Notary Public in and for said  
state, personally appeared Austin A. Walker, Donald S. White-  
head, Harold L. Potter, Elmer B. Williams and ~~Alvan~~ E.  
Sutton, known to me to be the persons whose names are  
subscribed to the within and foregoing Articles of Incor-  
poration and acknowledged to me that they executed the same.

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

Frederick M. Babcock  
Notary Public for Idaho  
Residence; Boise, Idaho