



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ODD FELLOWS PLAZA, 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 _____

ODD FELLOWS PLAZA, 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 January 12, 19 81.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

ODD FELLOWS PLAZA, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, Section ~~30-117A~~ ³⁰⁻¹⁵⁴, Idaho Code, for the purposes hereinafter stated:

I.

The name of this corporation shall be ODD FELLOWS PLAZA, INC.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The location and post office address of the registered office of this corporation shall be 920 GRANT ST.
Box 370, Caldwell,
Canyon County, Idaho. RA JACK O. MORROW, SEC

IV.

The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific and educational as those terms are used in Section 501 (c) (3), Internal Revenue Code, such objects and purposes being:

(1) To maintain a program devoted to the geriatric and shelter care of elderly persons, to serve the surrounding region and to provide all residents admitted to the facility with care

(1)

in keeping with the highest medical and scientific standards.

(2) To receive from any and all available sources funds for the maintenance and operation of such geriatric and shelter care facility and program.

(3) To hold title, legal or equitable, to property of any nature in trust for itself or for carrying out of any purpose incidental to its powers, and to sell or encumber any such property, real or personal.

(4) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(5) To enter into such contracts and to incur such obligations as are consistent with its powers, objects and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(6) It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation and particularly Federal Income Taxation under Section 501 (c) (3), Internal Revenue Code, 1954, and any amendments thereto.

(7) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and education purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of

any private person or individual or any member of this corporation, except as such member may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, the principal functions of which are the providing of geriatric and shelter care, and which is exempt from taxation, and particularly the Federal Income Tax. No substantial part of the activities of the organization shall be 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 organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

(8) 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 of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or

scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 said Court shall determine, which are organized and operated exclusively for such purposes.

(9) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as those terms are used in Section 501 (c) (3), Internal Revenue Code, 1954.

V.

The governing body of this corporation shall be managed and conducted by a Board of Directors of not less than three (3)

persons, the exact number of persons to serve on such Board to be specified in the Bylaws.

VI.

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors.

VII.

The Bylaws of this corporation may be repealed, amended, altered, or new Bylaws adopted at any annual meeting, or any special meeting of the members called for that purpose, by a vote representing not less than a majority of the members, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of a majority of the members, which written consent may be in more than one instrument. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the Bylaws of the corporation, and to adopt new Bylaws, by vote of not less than a majority of the members of said Board of Directors; provided, that the Board of Directors shall not make or alter any Bylaws fixing the conditions of membership, meetings of members, the qualifications, number classification, term of office, manner of filling vacancies or compensation of members of the corporation or members of the Board.

VIII.

Membership in this corporation shall be evidenced by a membership certificate. Each member shall be entitled to one vote on any matter calling for a vote of the members. Membership certificates may not be assigned. Provisions for membership shall

be prescribed in the Bylaws.

XIV.

The names and addresses of the incorporators hereof are as follows: *INITIAL DIRECTORS ARE THE FOLLOWING:*

<u>NAME</u>	<u>ADDRESS</u>
Kenneth Dameron	152 Skyline Park, Twin Falls, ID 83301
Clifford Horn	Rt. 1, Box 323, Fruitland, Idaho 83619
Jack O. Morrow	Box 370, Caldwell, Idaho 83605
Walter Williams	318 Palo Alto, Caldwell, Idaho 83605
Edward D. Savaria	Box 433, Shoshone, Idaho 83352

Kenneth Dameron
Kenneth Dameron

Clifford Horn
Clifford Horn

Jack O. Morrow
Jack O. Morrow

Walter Williams
Walter Williams

Edward D. Savaria
Edward D. Savaria

State of Idaho,)
(- ss.
County of Canyon)

On this 10th day of January, 1981, before me, Carolyn J. Hancock a Notary Public, in and for the County and State aforesaid, personally appeared Mr. Kenneth Dameron, Mr. Clifford Horn, Mr. Jack O. Morrow, Mr. Walter Williams, and Mr. Edward D. Savaria, all known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to 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.

(Seal)

Carolyn J. Hancock
Notary Public for Idaho