

**RESTATED ARTICLES OF INCORPORATION**  
of  
**SIGMA ALPHA EPSILON IDAHO ALPHA, INC.**

Sigma Alpha Epsilon Idaho Alpha, Inc., a non-profit corporation organized under Title 30, Chapters 21 and 30, Idaho Code, as hereafter amended, hereby certify as follows:

*For Office Use Only*

**-FILED-**

(File #: 0004574881) hereby

Date Filed: 1/5/2022 3:45:00 PM

The original Articles of Incorporation were filed with the Idaho Secretary of State's office on September 21, 2021. The following Restated Articles of Incorporation (these "Articles") were duly adopted by the Board of Directors and by the unanimous vote of those members of the Corporation entitled to vote at the time of the adoption of these Articles, and shall hereafter be filed with the Idaho Secretary of State's office.

**ARTICLE I**  
**NAME**

1.1 The name of the corporation is Idaho Alpha Chapter of Sigma Alpha Epsilon Fraternity, Inc. (the "Corporation").

**ARTICLE II**  
**PERIOD OF DURATION**

2.1 The period of duration of the Corporation is perpetual.

**ARTICLE III**  
**PRINCIPAL OFFICE; REGISTERED AGENT**

3.1 The principal office of the Corporation is 1416 Ripon Avenue, Lewiston, ID 83501, County of Nez Perce; and the name of its registered agent at such address is Tod Dickeson.

**ARTICLE IV**  
**PURPOSE, POWERS, AND RESTRICTIONS**

4.1 The Corporation is organized, and will be operated, to promote the highest standards of friendship, scholarship, and service among its members; to assist worthy young men to pursue courses of study at the University of Idaho; and to promote and foster the fraternal principles and ideals of Sigma Alpha Epsilon Fraternity (the "Fraternity") and its social activities.

4.2 The Corporation shall be operated to exercise any and all powers and privileges that it might now or hereafter be lawful for any corporation to exercise, and to have all rights, powers, privileges and immunities under and pursuant to the Act or any other law that now or hereafter may be applicable to the Corporation.

4.3 It is intended by the provisions of these Articles that the Corporation shall be an organization exempt from federal income taxation under the provisions of Section 501(c)(7) of the Internal Revenue Code of 1986, as now or hereafter amended, and all provisions of these Articles shall be construed to effect such intention. The Board of Directors, the officers, and members of the Corporation shall have no power or authority to do any act that would prevent the Corporation from being an organization described in Internal Revenue Code 501(c)(7).

4.4 The power and authority of the Board of Directors, officers, and members of the Corporation are expressly made subject to the general control and supervision of the Fraternity.

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## **ARTICLE V MEMBERSHIP**

5.1 There shall be two classes of members in the Corporation: "Voting Members" and "Undergraduate Members."

5.2 The Voting Members class shall consist of those persons who comprise the initial Board of Directors of the Corporation and those persons who are duly elected and qualified as members of the Board of Directors of the Corporation hereafter. Any person who ceases to be a member of the Board of Directors shall cease to be a Voting Member of the Corporation.

5.3 The Undergraduate Members class shall consist of the undergraduate members of the Idaho Alpha Chapter of Sigma Alpha Epsilon Fraternity at the University of Idaho (the "Chapter"). Any person who ceases to be a member of the Chapter shall cease to be an Undergraduate Member of the Corporation.

5.4 No person may become a Voting Member or Undergraduate Member of the Corporation who is not a member in good standing of the Fraternity. Any person who ceases to be a member in good standing of the Fraternity shall cease to be a Voting Member or Undergraduate Member of the Corporation.

5.5 Each Voting Member shall be entitled to vote upon each question that properly comes before the members of the Corporation. Except as provided in Article 6.3 hereof (pertaining to the Eminent Archon, Eminent Deputy Archon, and Eminent Treasurer of the Chapter), Undergraduate Members have no voting rights.

## **ARTICLE VI BOARD OF DIRECTORS**

6.1 The initial Board of Directors of the Corporation shall consist of four persons whose names and addresses are as follows:

- Dan Alsaker, 7186 Ben Pointe, Worley, ID 83876
- Tod Dickeson, 1416 Ripon Avenue, Lewiston, ID 83501
- William Vern McCann, Jr., 1027 Bryden Avenue, Lewiston, ID 83501
- Tom Schmidt, P.O. Box 267, Lewiston, ID 83501

Messrs. Alsaker, Dickeson, and McCann shall be the incorporators of the Corporation.

6.2 The exact number of directors shall be prescribed by the Board of Directors; provided, however, in no event shall the number of directors be less than three.

6.3 Provided the Board of Directors includes at least four non-Undergraduate Members, it shall also include the following Undergraduate Members for the duration of each such member's term of office with the Chapter: Eminent Archon, Eminent Deputy Archon, and Eminent Treasurer. Notwithstanding the final sentence of Article 5.5 hereof, each of these Chapter officers shall be a Voting Member for the time he holds such Chapter office. If at any time the number of non-Undergraduate Members of the Board of Directors is less than four, the Undergraduate Members of the Board shall have no voting rights.

6.4 Subject to the provisions of the Act and these Articles, the Board of Directors shall have complete and plenary power to manage, control and conduct all of the affairs of the Corporation, to exercise all of the powers, rights and privileges of the Corporation, and to do all acts and things that may be done by the Corporation, without limitation and without any vote or other action by the members. All Board of Director decisions shall be determined by majority vote of the Board.

6.5 At each annual meeting, the Voting Members shall elect directors to hold office until the next annual meeting. Each director shall hold office for the term for which he is elected and until his successor is elected and qualifies, unless he dies, resigns, or is removed from office. Vacancies occurring in the Board of Directors shall be filled by the Board of Directors, subject to the provisions of the Act.

6.6 Subject to the provisions of the Act, any or all of the members of the Board of Directors may be removed, with or without cause, at a meeting of the members of the Corporation called expressly for that purpose, by a majority vote of the members then entitled to vote at a Board of Directors election.

6.7 No member of the Corporation or any member of the Board of Directors shall be held liable for any obligation of the Corporation.

#### **ARTICLE VII DISTRIBUTION OF EARNINGS, POLITICAL ACTIVITY, AND OTHER ACTIVITIES**

7.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Board of 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 IV hereof.

7.2 No substantial part of the activities of the Corporation 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.

7.3 Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation set forth in Article IV hereof.

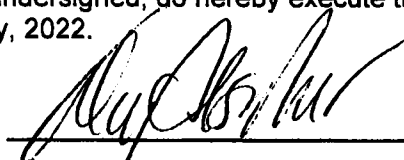
#### **ARTICLE VIII DISSOLUTION**

8.1 A voluntary transfer for value of all, or substantially all, of the assets of the Corporation, if the Corporation is not insolvent, must be approved in the manner required for dissolution.

8.2 Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, the Corporation will transfer, convey, and distribute all of the assets of the Corporation to Zeta Chi Alpha, sometimes called the "house corporation," which is an exempt organization under Internal Revenue Code Section 501(c)(2), or to another non-profit organization with a similar purpose and which is an exempt organization described under Internal Revenue Code Section 501(c)(7). Alternatively, the assets will be distributed to a non-profit organization that is an exempt organization described under Internal Revenue Code Section 501(c)(3), such as the University of Idaho Foundation.

I, the undersigned, do hereby execute these Restated Articles of Incorporation this 4<sup>th</sup> day of January, 2022.

By:



Name:

Dan Alsaker, Chairman and Secretary