

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

**McCALL ATHLETIC, CIVIC AND CHARITABLE FOUNDATION, INC.**

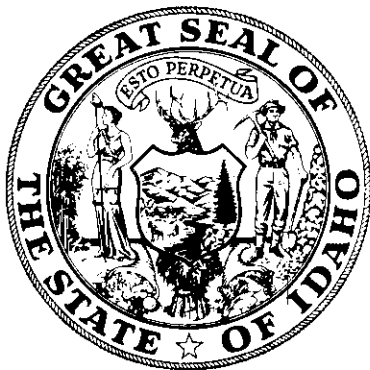
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**McCALL ATHLETIC, CIVIC AND CHARITABLE FOUNDATION, INC.**

duly signed and verified pursuant to the provisions of the Idaho Business 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated December 16, 19 83.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

'83 DEC 16 PM 2 36

SECRETARY OF  
STATE RESTATED ARTICLES OF INCORPORATION  
OF  
McCALL ATHLETIC, CIVIC AND CHARITABLE FOUNDATION, INC.

Pursuant to Section 30-323 and Section 30-1-64 of the Idaho Code, we, the undersigned, being the President and Secretary of the McCall Athletic, Civic and Charitable Foundation, Inc., INCORPORATED, an Idaho Corporation, do hereby certify that the articles of incorporation have been amended and restated as follows:

ARTICLE I

The name of the corporation is THE McCALL ATHLETIC, CIVIC AND CHARITABLE FOUNDATION, INC.

ARTICLE II

The McCall Athletic, Civic and Charitable Foundation, Inc., shall be a non-profit corporation.

ARTICLE III

The term of the corporation shall be perpetual.

ARTICLE IV

In the event that the corporation is liquidated and dissolved, any and all assets remaining after payment of these debts shall be distributed to a qualified charity or charities selected by the board of directors.

ARTICLE V

The purposes of the corporation are as follows:

1. To promote and encourage youth and adult athletic activities for the benefit of the community;
2. To promote and encourage civic activities aimed at improving the social and civil amenities of the community;

3. To promote and encourage contributions of time, expertise and funding to charities which have special importance to the community;

4. To engage in any activity, business or course of endeavor determined by the board of directors of the corporation to be in furtherance of the above-stated purposes; and,

5. To exercise such powers as are now or are hereafter granted to or enjoyed by non-profit corporations, including any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Idaho.

#### ARTICLE VI

Organized for the aforesated purposes, and operating without a profit, this corporation shall have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon non-profit corporations formed under Chapter 3, Title 30, of the Idaho Code; provided, however, in all events and under all circumstances and notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily or by operation of law, or upon amendment of the Articles of Incorporation:

(a) this corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying as a non-profit organization in a manner to receive tax-exempt status under Section 501(c) of the Internal Revenue Code of 1954, as amended;

(b) no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 above;

(c) the corporation shall not apply accumulation of income in any manner which may subject it to the denial of exemption as provided in Section 504 of the Internal Revenue Code as now enacted or as it may hereafter be amended.

## ARTICLE VII

The corporation may assess its members up to Two Hundred Dollars (\$200.00) annually for necessary operating funds. Such assessment may be levied by a vote of the board of directors and such assessment may be made payable at such times and upon such notice as the directors may prescribe. Any such assessment may be enforced by civil action or by forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or forfeiture.

## ARTICLE VIII

There shall be one class of membership in the corporation. The members of the corporation shall elect directors.

## ARTICLE IX

(a) This corporation is organized exclusively for religious, charitable, scientific, or literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

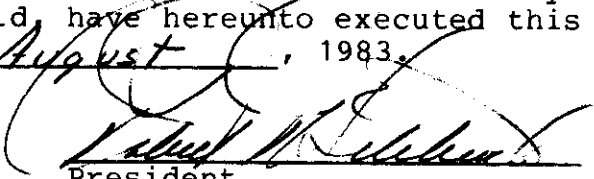
(b) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(c) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

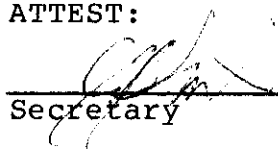
## ARTICLE X

The initial address of the corporation's registered office is Harris Cove, Post Office Box 1343, McCall, Idaho 83638, and the initial registered agent shall be Robert T. Hitchcock.

IN WITNESS WHEREOF, the President and Secretary of  
the corporation, as aforesaid, have hereunto executed this  
instrument the 22<sup>nd</sup> day of August, 1983.

  
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Secretary

CERTIFICATE OF ADOPTION OF

'83 DEC 16 PM 2:36 RESTATED ARTICLES OF INCORPORATION '83 AUG 24 PM 3 11

SECRETARY OF

McCALL ATHLETIC, CIVIC AND CHARITABLE FOUNDATION, INC.

SECRETARY OF  
STATE

The undersigned, being the president of McCALL ATHLETIC, CIVIC AND CHARITABLE FOUNDATION, INC., hereby certifies that pursuant to the provisions of 30-1-64 of the Idaho Business Corporation Act and pursuant to a resolution duly adopted by the board of directors of McCALL ALTHLETIC, CIVIC AND CHARITABLE FOUNDATION, INC., that a meeting of the board of directors held on the 22<sup>nd</sup> day of August, 1983, the attached Restated Articles of Incorporation were adopted.


The corporation has issued no shares of stock and, therefore, pursuant to Idaho Code Section 30-1-159, the proposed amendments to the Articles of Incorporation and Restated Articles of the corporation were presented to a meeting of the Board of Directors, and the resolution adopting the Restated Articles of Incorporation was passed by a unanimous vote.

The attached Restatement of Articles of Incorporation evidence amendment by the addition of those items contained in Article X, (a), (b) and (c). The name of the corporation was not changed by amendment and no capital stock has been authorized in the past or by this restatement of Articles of Incorporation.

DATED this 22<sup>nd</sup> day of August, 1983.

  
ROBERT T. HITCHCOCK, President


ATTEST:

  
Secretary

VERIFICATION

STATE OF IDAHO     )  
                              ) ss.  
County of Valley.)

I, a notary public, do hereby certify that on this 22<sup>nd</sup> day of August, 1983, personally appeared before me ROBERT HITCHCOCK, who, being by me first duly sworn, declared that he is the President of the McCall Athletic, Civic and Charitable Foundation, Inc., that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at N. Meadows, ID

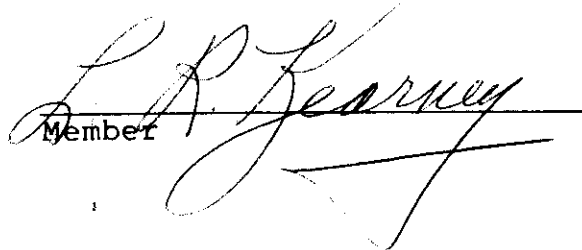
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CALL AND WAIVER OF NOTICE FOR SPECIAL MEETING  
OF THE MEMBERS

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Member

Member

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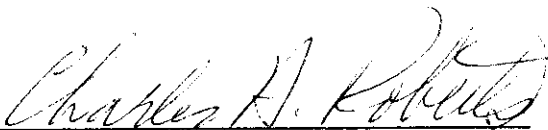
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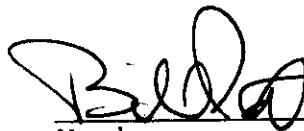
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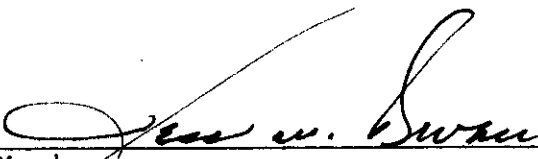
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Jess Swan

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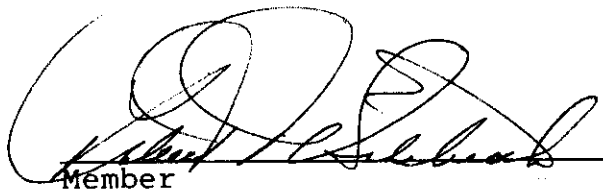
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D. C. Mullen  
Member

Member

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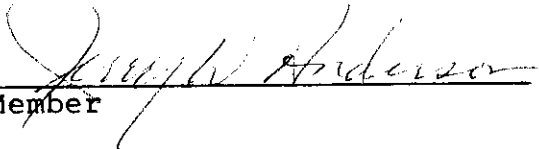
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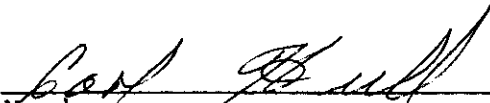
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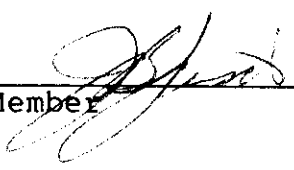
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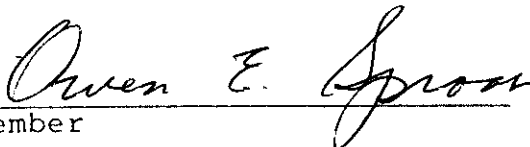
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The undersigned, being the members of the McCall Athletic, Civic and Charitable Foundation, Inc., do hereby waive notice of the meeting to be held the 22nd day of August, 1983, for the consideration of the resolution to amend or restate the Articles of Incorporation of the McCall Athletic, Civic and Charitable Foundation, Inc., by the addition to the original Articles of Incorporation of:

1. This corporation is organized exclusively for religious, charitable, scientific, or literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

3. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

  
Member

\_\_\_\_\_  
Member

HARRY Stone

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Harry A. Stone  
Member

Richard Stone  
Member

1106 N. Cole  
Bill Pogue

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Member

WILLIAM A. POGUE, M.D.

CHARTERED

1106 N. Cole Rd.

Boise, Idaho 83704

Member

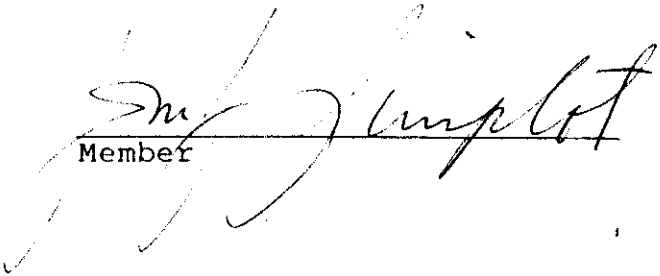
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\_\_\_\_\_  
Member

\_\_\_\_\_  
Member