

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**MANITOU WILDERNESS BASE, INC.**

was filed in the office of the Secretary of State on the **Twenty-Third** day of **March** A. D. One Thousand Nine Hundred **Sixty-six** and **will be microfilm** is duly recorded on **44444** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Moscow** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

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 **23rd** day of **March**, A.D., 19<sup>66</sup>.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
MANITOU WILDERNESS BASE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age, bona fide residents of the State of Idaho, and two-thirds of whom are citizens of the United States, its territories and possessions, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit social and benevolent corporation under the provisions of Chapter II, Title 30, Idaho Code, amendatory and supplemental thereto, and we do certify and declare as follows:

ARTICLE I.

That the name of the corporation shall be MANITOU WILDERNESS BASE, INC.

ARTICLE II.

That the objects and purpose for and which this corporation is formed are as follows:

1. The main purpose for which the corporation is being formed is to organize, operate, and maintain without charge a camp during the summer months for those, who because of financial limitations of their parents or guardians would otherwise be unable to attend summer camp, and generally to do any and all acts suitable, proper, and conducive to the successful conduct of a summer camp, including by way of elucidation but without limitation the following:

To solicit donations from the public so as to accumulate sufficient funds to cover all expenses connected with the operation of the camp;

To lease or procure office space, material, and equipment for the carrying out of any of the purposes of this corporation;

To lease, purchase, or mortgage real estate for use as a camp site;

To hire personnel for the successful operation of the

camp, including office help, lecturers, counselors, instructors, cooks, drivers, and any other employees that may become necessary as the organization progresses;

To solicit and accept application from underprivileged boys for attendance at the camp;

To establish a board from among the members to review applications and select from among the applicants a limited number as being most worthy of consideration for attendance at the camp;

To develop both physically, morally, and socially by all proper methods customarily employed in similar organizations those boys who are selected for attendance at the camp.

2. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign.

3. To appoint such officers, **employees** and agents as the business of the corporation may require and to allow them compensation.

4. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

5. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporation, firms, clubs, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided

the same be not inconsistent with the laws under which this corporation is organized.

#### ARTICLE III.

That the existence of this corporation shall be perpetual.

#### ARTICLE IV.

That the principal and registered office for the transaction of the business of this corporation is to be located at 217 East Sixth Avenue, Moscow, Idaho.

#### ARTICLE V.

That this corporation shall have no capital stock and shall be composed of members rather than shareholders in accordance with the foregoing provisions. That the corporation is one which does not contemplate pecuniary gain or profit to any member thereof and is organized for objects and purposes as hereinbefore set forth.

#### ARTICLE VI.

That the membership of the corporation shall consist of the signatories to these articles of incorporation and such other persons as may from time to time be elected to the membership of the corporation by the affirmative vote of a majority of the Board of Directors and/or in compliance with the by-laws of the corporation to be adopted. Provided, however, that the by-laws may provide for automatic expiration of and/or re-election to membership.

#### ARTICLE VII.

The by-laws of this corporation may be made, amended and repealed by a majority vote of the members present at a general membership meeting, provided the proposed amendment has been read at a previous meeting.

#### ARTICLE VIII.

That the directors of this corporation shall be such number of persons, not less than three, nor more than one

hundred, as may be, from time to time, prescribed by the by-laws, and until the first meeting and organization of the corporation, the following persons shall serve as directors of said corporation, to wit:

<u>NAME</u>	<u>ADDRESS</u>
<u>Donald K. Olson</u>	<u>R#1 Box 170 Moscow Idaho</u>
<u>Robert H. Gilash</u>	<u>328 East 2nd, Moscow Idaho</u>
<u>Harry S. Babington</u>	<u>1021 East Fifth St, Moscow, Idaho</u>
<u>Dean L. Vittrus</u>	<u>917 E. "A" St Moscow, Idaho</u>
<u>Richard L. Lien</u>	<u>R#1 Box 179 Moscow, Idaho</u>
<u>JOHN L. IEN</u>	<u>1713 D St Pullman, Wash.</u>
<u>Roger C. Lawson</u>	<u>605 Skyline Dr. Pullman, Wash.</u>
_____	_____
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ARTICLE IX.

That a meeting of the members of the association known as MANITOU WILDERNESS BASE, INC. was duly and regularly called to convene at The Emmanuel Lutheran Church, in the City of Moscow, County of Latah, State of Idaho, at the hour of 2:00 o'clock P.M., on the day of March 20, 1965, and that a majority of the members of the association were present.

That a notice of said meeting at which said directors were elected was published in The Daily Idahonian, a newspaper printed and published in Moscow, County of Latah, State of Idaho, and having a general circulation therein; said notice having been published in the issues of February 27, 1966 and March 6 and 13, 1965; and that a copy of said notice was posted in a conspicuous place on the building where such election was held for the same length of time.

IN WITNESS WHEREOF, we have hereunto set our hands this  
21st day of March, 1965.

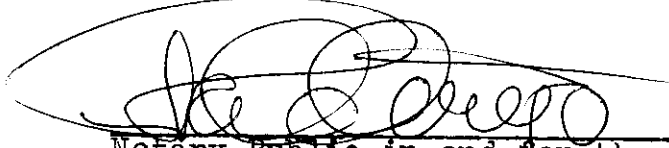
Donald R. Oleson

Harry S. Babington

Robert H. Giles

STATE OF IDAHO       )  
                              )  
County of               ) ss.

On this 21st day of March, 1965, before me,  
the undersigned Notary Public for said county and state, per-  
sonally appeared Donald R. Oleson, Harry S. Babington,  
and Robert H. Giles, known to me to be the persons whose  
names are subscribed to the within instrument and acknowledged  
to me that they executed the same.

  
Notary Public in and for the  
State of Idaho. Residing at:

My commission expires: 8/27/68

STATE OF IDAHO        )  
                              ) ss.  
County of                )

Donald R. Olesen, Harry S. Babington, and  
Robert Giles, being first duly sworn upon oath,  
each for the other, depose and say:

That a meeting of all members of the association known as  
Manitou Wilderness Base, Inc., was called to take place at  
The Emmanuel Lutheran <sup>Church</sup> in the City of Moscow,  
County of Latah, State of Idaho, on the 20th day of  
March, 1965, at the hour of 2:00 o'clock P.M.  
That a notice of said meeting was posted at least two (2) weeks  
prior to said meeting in a conspicuous place on said building  
and was published once a week for three weeks in the Daily  
Idahonian, a daily Idaho newspaper, prior to the  
a ppointed day of said meeting.

That on said date, at the aforesaid hour, a majority of the  
members of the association known as Manitou Wilderness Base, Inc.  
were present and the meeting was called to order for the purpose as  
set forth in the posted and published notice of organizing the Mani-  
tou Wilderness Base, Inc., a corporation, and for the purpose of  
electing directors thereof.

That Donald R. Olesen presided and Harry S. Babington  
was the secretary elect.

Upon a motion, duly made and seconded, it was unanimously  
passed by those present that the Manitou Wilderness Base, Inc.  
be incorporated under the laws of the State of Idaho as a non-  
profit, social, and benevolent corporation. That thereafter  
by motion duly made, seconded, and unanimously passed, the in-  
corporators set forth in the Articles of Incorporation, to which  
this certificate is hereto attached, were duly elected by  
unanimous vote to be directors of said corporation.

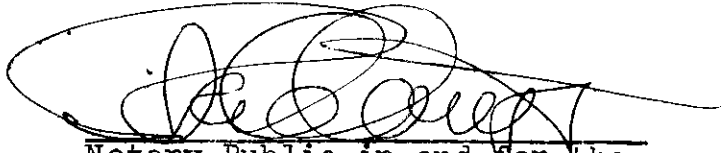
DATED this 24th day of March, 1965

Donald R. Olesen

Harry S. Babington

Robert H. Gilson Jr.

SUBSCRIBED and SWORN to before me this 24 day of  
March, 1965.



Notary Public in and for the  
State of Idaho. Residing at:

My commission expires: 8/27/68



# Affidavit of Publication

STATE OF IDAHO  
County of Latah

} ss.

A. J. Martineau

being first duly sworn, on oath,  
deposes and says:

That he is the printer of The  
DAILY IDAHONIAN, a newspaper  
of general circulation, printed and  
published daily except Sunday at  
Moscow, Latah County, Idaho, in  
compliance with Sections 90-106,  
90-107, and 90-108 of the Idaho  
Code and the amendments there-  
to; that the notice of which the  
annexed is a full, true and correct  
printed copy was published in the  
regular and entire issues of said  
newspaper and not in a supple-  
ment thereto, upon the following

dates: Feb 27, Mar 6, 13,

1965



the same being the dates desig-  
nated for the publication of said  
legal notice.

[Signature]  
Subscribed and sworn to before

me this 9th day of March

19 65

[Signature]  
Notary Public,

residing at Moscow, Idaho

Residing at Moscow, Idaho

County of Latah

My Commission Expires Feb. 1, 1968