

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

### TOUCHSTONE CLUBHOUSE, 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 TOUCHSTONE CLUBHOUSE, 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: December 19, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Jonya Coulson*  
\_\_\_\_\_  
Corporation Clerk

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SEC. OF STATE

ARTICLES OF INCORPORATION MC 19 AM 8 41

OF

TOUCHSTONE CLUBHOUSE, INC.

ARTICLE I. NAME.

The name of the Corporation is TOUCHSTONE CLUBHOUSE, INC.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Caldwell, County of Canyon, State of Idaho. The address of the initial registered office is 317 Happy Day Blvd., Caldwell, Idaho, 83605, and the name of the initial registered agent at this address is SHERRY NEWELL.

ARTICLE V. PURPOSES.

The purpose for which this corporation is organized is exclusively charitable as defined by section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future internal revenue code); the charitable purpose will consist of the following:

1. To provide a resource for mentally or emotionally ill individuals who can benefit from social, vocational, education,

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rehabilitative, and recreational activities in the community;

2. To provide a forum for mentally and emotionally ill individuals and persons interested in issues regarding the mentally or emotionally ill to share their skills and abilities with each other with the goal of reducing the stigma attached to the label "mental illness";

3. To provide a forum for consumers of health care services to respond to the providers of these services;

4. To provide training opportunities for students enrolled in social work, nursing, or health related education programs to observe, interact with, and learn from individuals suffering from mental or emotional illness.

5. To provide housing for individuals who suffer from mental or emotional illness, but who do not need to be hospitalized;

6. To assist individuals with mental or emotional illness with self-care skills, including but not limited to, financial planning, budgeting, diet and nutrition, housekeeping, and consumer awareness;

7. To serve as a clearing house for information concerning the variety of public and private agencies offering assistance to mentally or emotionally ill individuals;

8. To raise money and seek donations to assist the charitable objectives of the Touchstone Clubhouse, Inc.;

9. To advocate on behalf of individuals suffering from mental or emotional illness; and,

10. To enter into contracts consistent with the charitable objectives of the Touchstone Clubhouse, Inc.

#### ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. No substantial part of the activities of the Corporation shall be 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 provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal revenue Code of 1986, as amended from time to time.

**ARTICLE VII. MEMBERS.**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the corporation upon acceptance by the board of Directors and upon payment of any dues sete by the Board of Directors.

**ARTICLE VIII. BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than 9 nor more than 15 individuals. The actual number of directors shall be fixed by the Bylaws of the corporation. Other than the directors constituting the initial Board of Directors who are designated in these Articles, the Directors shall be elected by the members at the annual meeting, or in the event of vacancy, appointed by the existing Directors in the manner provided by the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sherry Newell	219 High Street, Nampa, ID 83657
Linda Beus	219 High Street, Nampa, ID 83657
Patrick Elmore	1601 N. Indiana, Caldwell, ID 83605

Robert Lough	219 High Street, Nampa, ID 83657
Richard Prestwich	1601 N. Indiana, Caldwell, ID 83605
Cathy (Catherine) Fegert	2425 Cherry St., Caldwell, ID 83605
Claudette Shindel	228 Winther, Nampa, ID 83657
Pam Brown	P.O. Box 938, Middleton, ID 83644
Joel Price	1409 W. Washington, Boise, ID 83702
Brent Marchbanks	1409 W. Washington, Boise, ID 83702
Faye Coats	912 So. 12th Ave., Nampa, ID 83651

**ARTICLE IX. MEMBERSHIP DUES.**

Membership dues may be charged to all members as set by the Board of Directors. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

**ARTICLE X. DISTRIBUTION ON DISSOLUTION.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

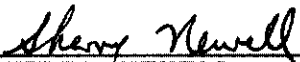
The name and street address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sherry Newell	219 High Street, Nampa, ID 83657
Linda Beus	219 High Street, Nampa, ID 83657
Patrick Elmore	1601 N. Indiana, Caldwell, ID 83605
Robert Lough	219 High Street, Nampa, ID 83657
Richard Prestwich	1601 N. Indiana, Caldwell, ID 83605

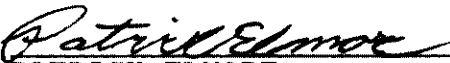
ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 12/7 day of December, 1991.

  
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SHERRY NEWELL

  
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LINDA BEUS

  
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PATRICK ELMORE

*Robert D. Lough*  
ROBERT LOUGH

*Richard J. Prestwich*  
RICHARD PRESTWICH