

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

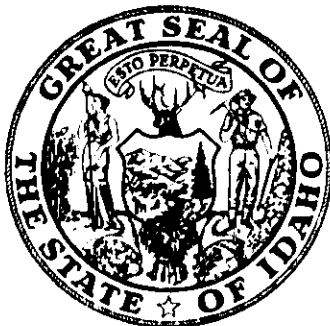
ALMA MATER, INC.

File number C 116757

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 ALMA MATER, 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: October 11, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. O. Smith*

Oct 11 4 41 PM '96

**ARTICLES OF INCORPORATION OF  
ALMA MATER, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the Corporation is Alma Mater, Inc.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Fruitland, County of Payette, and in the State of Idaho. The address of the initial registered office is 2670 NW 4th Avenue, Fruitland, Payette County, Idaho 83619, and the name of the initial registered agent at this address is Konnie Baines.

**ARTICLE V  
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To preserve the Fruitland High School complex located at 500 Southwest Third Street, Fruitland, Payette County, Idaho, in its historical condition, and to own, operate, sponsor, and facilitate cultural, recreational activities from the high school for the benefit of the Fruitland and local community.

IDAHO SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION  
OF ALMA MATER, INC. - 1**

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**B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).**

**C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.**

#### **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 for 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 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.**

#### **ARTICLE VII NO MEMBERS**

**The corporation shall not have any members.**

#### **ARTICLE VIII BOARD OF DIRECTORS**

**The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.**

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

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Konnie Baines	2670 NW 4th Avenue Fruitland, Idaho 83619
Charles Baines	2678 NW 4th Avenue Fruitland, Idaho 83619
Russell Strawn	1900 SW 1st Avenue Fruitland, Idaho 83619

#### **ARTICLE IX DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 that 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 the 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 the incorporator is Konnie Baines, 2670 NW 4th Avenue, Fruitland, Idaho 83619.

#### **ARTICLE XII BYLAWS**

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

DATED this 11<sup>th</sup> day of October, 1996.

INCORPORATOR:

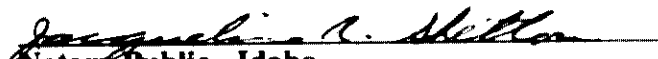
  
Konnie Baines

VERIFICATION

STATE OF IDAHO)

County of Ada ) ss.

I, Jacqueline R. Shelton, a Notary Public, do hereby certify that on this 11<sup>th</sup> day of October, 1996, personally appeared before me, Konnie Baines, who being first duly sworn by me, declares that she is the person who signed the foregoing Articles of Incorporation of Alma Mater, Inc., and that the statements therein contained are true.

  
Notary Public - Idaho  
Residing at Boise, Idaho  
My Commission Expires: 3/22/99