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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO ASSOCIATION OF AREA AGENCIES ON AGING, 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 _____

IDAHO ASSOCIATION OF AREA AGENCIES ON AGING, 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 March 8, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION
OF

IDAHO ASSOCIATION OF AREA AGENCIES ON AGING, INC.

The undersigned, citizens of the United States and the State of Idaho, do hereby associate ourselves together to form a non-profit corporation under Chapter 10 of Article 30 of the Idaho Code and the laws of the State of Idaho, relating to the organization of corporations where pecuniary profit is not the object and we do certify:

ARTICLE I - NAME

The name of the corporation shall be Idaho Association of Area Agencies on Aging, Inc.

ARTICLE II - PLACE OF BUSINESS
AND REGISTERED AGENT

The initial principle place of business and post office address of this corporation shall be 25 West Idaho, Weiser, Idaho, P.O. Box 311, Weiser, Idaho 83672.

The initial registered agent will be Mr. Elwin E. Grout, 25 West Idaho, Weiser, Idaho, P.O. Box 311, Weiser, Idaho 83672.

The corporation may have other places of business as the Directors shall determine.

ARTICLE III - DURATION

The duration of the corporation shall be perpetual.

ARTICLE IV - PURPOSE

The corporation is organized exclusively for charitable and educational purposes and not for pecuniary profit nor shall it have power to issue any capital stock and no part of its earnings shall inure to any member, director or individual. The purpose of the corporation is to promote the quality and quantity of services to the elderly of the State of Idaho and to further the mission of the State's Area Agencies on Aging as defined in the Older Americans Act, PL 100-75 or its successor, and relevant State Laws governing Area Agencies on Aging.

May 8 7/14 PM 1971
SECRETARY OF STATE

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ARTICLE IV (Continued)

The corporation shall carryout no activities not consistent with the provisions of 501(c)(3) of the Internal Revenue Code of 1954 or future corresponding provisions of United States Internal Revenue Law.

The purpose is further defined as providing services and education for the elderly of Idaho with an emphasis on those with the greatest social and economic needs.

ARTICLE V - MEMBERSHIP

The membership of this corporation is limited to the desginated Area Agencies on Aging within the State of Idaho. Said membership does not entitle a person to any of the corporation's assets but only to participate in the management of the affairs of the corporation, in meetings of the members regularly called and held within the period covered by such membership. Members shall not be subject to assessments for the purpose of paying expenses, conducting business or paying debts of the corporation, nor for any other purpose whatsoever. Members' rights and interests shall be equal.

ARTICLE VI - INITIAL TRUSTEES

The names and addresses of the persons who are the initial Trustees of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Debra Gordon</u>	<u>North Idaho College, 1000 W. Garden Ave., Coeur d'Alene, Idaho, 83814</u>
<u>LaFawn Oliver</u>	<u>1448 G Street, Suite C Lewiston, Idaho 83501</u>
<u>Elwin Grout</u>	<u>Ida-Ore Planning & Development Assoc. 25 West Idaho, Weiser, Idaho 83672</u>
<u>Richard Boyd</u>	<u>College of Southern Idaho 315 Falls Ave., Twin Falls, ID 83301</u>
<u>Sister Anthony Marie</u>	<u>SE Idaho Council of Governments 1651 Alvin Ricken Dr., Pocatello, ID</u>
<u>Fran Schofield</u>	<u>Eastern Idaho Spec. Serv. 83201 450 J St., Idaho Falls, ID 83402</u>

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ARTICLE VII - NON-PROFIT STATEMENT

No part of the net earnings of the corporation shall inure to the benefit of or be distributable 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 distribution in furtherance of the purpose set forth in Article Four hereof. 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. 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 1954 or its successor or 170(c)(3) of the Internal Revenue Code of 1954 or its successor.

ARTICLE VIII - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall not be less than six (6) nor more than eighteen (18) as specified from time to time in the By-Laws of this Corporation. At first meeting following incorporation a Board of Directors will be chosen in accordance with the provisions of the By-laws of the Association and the Laws of the State of Idaho in such cases made and provided.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organizations or organizations organized and operated exclusively for charitable, educational,

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ARTICLE IX (Continued)

religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors determines.

Any such assets not so disposed of shall be disposed of by the District Court of the County of the principle office.

ARTICLE X - SEAL

This Corporation shall have a Seal of a design set forth in the By-Laws of the Corporation.

IN WITNESS WHEREOF we have hereunto subscribed our names
this 31st day of December 1990.

Frank Schofield
Richard J. Long
Charles L. Groat

Sister Anthony Marie Greving
Debra A. Gordon
Agnes Hamm Oliver

State of Idaho

On this 31st day of December, 1990, the above persons appeared before me, the undersigned, a Notary Public of the State of Idaho, personally and known to me as the persons whose names appear subscribed to the instrument and acknowledged to me that he/she executed the name, that he/she is a citizen of the United States and a resident of the State of Idaho over the age of 21 years.

IN WITNESS WHEREOF I have hereunto set my hand and offered my official seal the day and year thus certified first above written.

Ms. Kevin L. Hutter-Bolis
Notary Public, Idaho

Residing at:

Weiser, Idaho
My Commission Expires August 1, 1992