

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

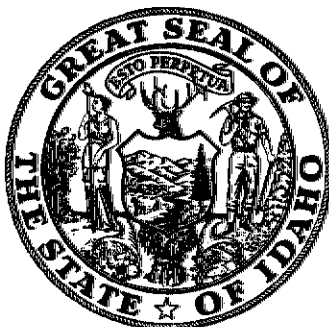
NATIONAL COALITION BUILDING INSTITUTE OF TREASURE VALLEY, INC.

File number C 111871

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 NATIONAL COALITION BUILDING INSTITUTE OF TREASURE VALLEY, 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: August 30, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

Aug 7 11 36 AM '95

ARTICLES OF INCORPORATION  
OF

NATIONAL COALITION BUILDING INSTITUTE OF TREASURE VALLEY, INC.

SECRETARY OF STATE  
STATE OF IDAHO

a nonprofit corporation

KNOW BY ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Idaho. For that purpose, we do hereby adopt these Articles of Incorporation.

ARTICLE I

Name: The name of the cooperation is: National Coalition Building Institute of Treasure Valley, Inc. (hereinafter NCBI)

ARTICLE II

Duration: The term of the existence of this corporation shall be perpetual.

ARTICLE III

Principal Place of Business: The initial principle place of business shall be in Caldwell, Idaho, and may later be at such other place in Idaho as the Board of Directors may determine.

ARTICLE IV

Purpose: The purposes for which this corporation is organized include the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time, and to form and maintain a permanent organization to serve the Treasure Valley and the surrounding areas for the development and furtherance of these goals:

- 1) Provide education within the Treasure Valley and surrounding areas for prejudice reduction, conflict resolution and team building skills;
- 2) Create a corporation which is exempt from taxation pursuant to Section 501 (c) (4) or other appropriate section of the Internal Revenue Code.
- 3) Create a corporation, contributions to which would be deductible pursuant to Section 170 (c) (2) or other appropriate section of the Internal Revenue Code.

ARTICLE V

Prohibited activities: No part of the net earning 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

IDAHO SECRETARY OF STATE  
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CORPORATION NON PROFIT

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SECRETARY OF STATE  
STATE OF IDAHO

reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article IV, 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 or in opposition to 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: (a) by a corporation exempt from federal income tax under Section 501 (c) (3) or (4) of the Internal Revenue Code of 1954, (or the corresponding provision of any Future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Laws).

#### ARTICLE VI

**Corporate Dissolution:** Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, social welfare, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) or (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) as the board of directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized, operated, and qualify as such an exempt organization.

#### ARTICLE VII

**Annual meeting:** The annual meeting is to be held in Canyon County, Idaho at a time, place and with such notice as fixed by the bylaws.

#### ARTICLE VIII

**Statutory Agent:** The name and address of the initial statutory agent of the corporation is:

LeAnn Simmons  
National Coalition Building Institute of Treasure Valley, Inc.  
2631 Meadow Ave.  
Caldwell, ID 83605

#### ARTICLE IX

**General Powers:**

1. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to

- repeal or change by the action of the members, shall be vested and reserved to the members.
2. A special meeting may be called by: (a) any two officers, or: (b) in accordance with any statutory provision or bylaw approved and adopted by a majority of the membership.
  3. The right of members, or classes or members, to vote may be limited, enlarged or denied to the extent provided in the bylaws if such provision is approved and adopted by a majority of the membership at a reasonable time prior to any specific vote.
  4. Subject to any limitations fixed in the Idaho Code relative to the persons constituting the initial board of directors, the bylaws shall fix the number of directors, the manner of the election and term of office, all to be approved by majority of the membership.
  5. A board member may be removed by the board of directors whenever in its judgment, the interest of the corporation would be best served thereby upon such provisions as are set forth in the bylaws approved and adopted by a majority of the members.

#### ARTICLE X

Finances: Funding is to be generated by the provision of services and service materials at reasonable cost for such services and materials, contributions and paid memberships. All reasonable expenses for officer and board member travel and per diem costs related to the conduct of the business of the corporation shall be fully reimbursed. A fee schedule for all services and materials shall be published annually. Accounting for all finances shall be made annually by the secretary-treasurer to the officers and board of directors after a professional audit is conducted.

#### ARTICLE XII

Members: The corporation shall have unlimited membership.

#### ARTICLE XIII

The names and address of the Board of Directors and incorporators:

<u>Estella O. Zamora</u>	<u>2921 So. Colorado Av., Caldwell, ID</u>
<u>LeAnn Simmons</u>	<u>2631 Meadow Av., Caldwell, ID</u>
<u>Gypsy S. Hall</u>	<u>197 E. Mallard Dr. #230, Boise, ID</u>
<u>Mary G Daley</u>	<u>1505 N. 21st, Boise, ID</u>
<u>Janie Archuleta</u>	<u>321 Chaparro, Caldwell, ID</u>

#### ARTICLE XIV

The corporation reserves the right to amend, endorse, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, or by a majority vote of the Board of Directors or as otherwise set forth in the Bylaws of this corporation.

SIGNED AND SUBSCRIBED this 4<sup>th</sup> day of August 1995.

Incorporators:

<u>Estelita P. Zamora</u>	<u>Edna Simmons</u>
<u>Theresa B. Hall</u>	<u>Mary E. Daley</u>
	<u>L. Jane Schukla</u>