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**Articles of Incorporation**

**of**

**Boys & Girls Clubs of Idaho, Inc.**

IDAHO SECRETARY OF STATE

01/03/2001 09:00  
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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**

The name of the Corporation is **Boys & Girls Clubs of Idaho, 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. Registered Office and Agent**

The location of the Corporation is in the City of **Garden City**, County of **Ada** and in the State of Idaho. The address of the initial registered office is **610 East 42nd Street, Garden City, ID 83714**, and the name of the initial registered agent at this address is **Mark Kuhnhausen**.

**Article V. Purposes**

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

- A. To promote exclusively the social welfare of boys and girls in the State of Idaho as served by various Boys & Girls Clubs in the State of Idaho that are affiliated with Boys & Girls Clubs of America; to provide guidance and to promote the health, social, educational, vocational, character, and cultural development of boys and girls served by the Boys & Girls Clubs in the State of Idaho without regard to race, color, creed, or national origin; and to receive, invest and disburse funds and to hold property for the purposes of the Corporation. These purposes shall be achieved by:
  1. providing a mechanism for joint decision, communications and exchange of ideas, and cooperative action among Boys & Girls Clubs in the State of Idaho;

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2. developing and expanding quality youth development throughout the State;
  3. promoting public awareness of youth development and the problems youth face throughout the State;
  4. promoting and strengthening Boys & Girls Clubs' relationships with public and private agencies throughout the State;
  5. raising funds solely from the State of Idaho and its agencies and political subdivisions; and
  6. distributing raised funds solely to members of Corporation.
- B.** Corporation is organized exclusively for social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code. Notwithstanding any contrary provision of these by-laws, the Corporation shall not engage in any activity that is not permitted to organizations qualifying for exemption under section 501(c)(4) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law.
- 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)(4) of the Internal Revenue Code of 1986, as amended from time to time.

## **Article VII. Members**

Any organization which operates a Boys and Girls Club in the State of Idaho and which is affiliated with the Boys and Girls Clubs of America is eligible to become a member of Corporation. Any such eligible organization may become a member of Corporation by paying dues to the Corporation in the amount and in accordance with the procedures established by the Board of Directors from time to time. As used in these by-laws, any eligible organization that has paid the appropriate dues for a particular year shall be considered a member for that year, with full voting privileges.

## **Article VIII. Board of Directors**

Its Board of Directors shall manage the affairs of the Corporation. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws but shall not be less than three (3). Each Director of the Corporation shall, at all times, be a member of the Corporation. The Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The Initial Board of Directors shall consist of one, namely Robert L. Drozda, whose address is 1401 Shoreline Drive, Suite 2, Boise, ID 83702-6878.

## **Article IX. Membership Dues**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. 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 Upon Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation by distributing them to those entities which were members of the Corporation immediately prior to dissolution. Any such assets not so distributed shall be disposed of by the District Court of Idaho in the County in which the principal office of the Corporation is located, in such manner as such court shall determine.

## **Article XI. Incorporator**

The name and street address of the incorporator is **the Boys and Girls Clubs of Ada County, Idaho, Inc., 610 East 42nd Street, Garden City, ID 83714.**

## Article XII. Bylaws

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

DATED this 20<sup>th</sup> day of December, 2000.

**The Boys and Girls Clubs of Ada County, Idaho,  
Inc., Incorporator**

  
by Rick Douglas, President


STATE OF IDAHO                    )  
  : ss.  
County of Ada                    )

**Rick Douglas, President of the Boys and Girls Clubs of Ada County, Idaho, Inc.,** being first duly sworn, upon oath, deposes and says:

That he is the President of the incorporator named in the above-entitled Articles of Incorporation; and as President, he has read the foregoing Articles of Incorporation and knows the contents thereof and that the same are true, as he verily believes.

  
Rick Douglas

SUBSCRIBED AND SWORN To before me this 20<sup>th</sup> day of December, 2000.

  
Notary Public for Idaho

My Commission Expires: 9/3/2004

