

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

IDAHO SOCIETY OF RADIO AMATEURS, INC.

A NON-PROFIT CORPORATION

The undersigned directors and officers, a majority of whom are citizens of the United States, desiring to AMEND and RESTATE the ARTICLES OF INCORPORATION for the IDAHO SOCIETY OF RADIO AMATEURS INC., a non-profit Idaho Corporation, under the provisions of Section 30-3-94 of the Idaho Statutes do hereby certify:

ARTICLE I

The name of the Corporation shall remain IDAHO SOCIETY OF RADIO AMATEURS, INC.

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is the City of Boise, Ada County.

ARTICLE III

The purposes for which this Corporation is formed are:

1. To promote interest and stimulate instruction or training in two-way amateur radio communication and experimentation;
2. To organize or provide two-way communication in the interest of public service to non-commercial groups needing auxiliary communication;
3. To maintain affiliation with The American Radio Relay League, Inc. for the benefits this would accrue to this society;
4. To assist and encourage local radio amateur operators in the accomplishment of the above stated purposes.

Said Corporation is organized exclusively for pleasure, recreational, educational and other similar non-profitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

This Corporation shall have the power: to purchase, rent, lease, or in any manner acquire, own, and hold real personal property convenient for the purposes of carrying out the objectives and

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purposes of this Corporation as herein above specified, and to mortgage, sell or convey said property or any part thereof or to lease or demise the same; to borrow money upon the security or the property of this Corporation now owned or subsequently acquired and generally to deal with the property of this Corporation as fully and to the same extent as might be done were such property individually owned.

ARTICLE V

There shall be no capitalization attributable to this Corporation. 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 distributions in furtherance of the purposes set forth in Article III 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

The rights and interests of all members shall be equal, and no member shall have or acquire a greater right or interest herein than any other member.

ARTICLE VI

The name and address of the registered agent of the Corporation is as follows:

Gaylan G. Olson, 9474 W. Edna St, Boise ID 83704

ARTICLE VII

The board of directors shall consist of no fewer than three (3) people, including a president, vice president and secretary. Other officers and directors may be elected to the board of directors as are authorized by the by-laws of the organization.

The members of this board, by a two-thirds (2/3) vote, shall have the power to repeal or amend these articles without a formal vote of the membership-at-large.

The names and addresses of the current officers and directors are:

1. Gaylan G. Olson, 9474 W. Edna St, Boise ID 83704
2. Gerald D. Kroenke, 1987 N. Springland Place, Boise ID 83713
3. Michael L. Shryne, 9696 Desert Ave, Boise ID 83709
4. William L. Barrus, 8215 Gantz Ave, Boise ID 83709
5. Albert M. Hale, 3825 N. Maple Rd, Boise ID 83704

ARTICLE VIII

In the event property is acquired and held by this Corporation, the same upon dissolution of the Corporation shall become and belong to the American Radio Relay League, Inc., a noncommercial association of radio amateurs, incorporated under the laws of the State of Connecticut, and an exempt organization under the Internal Revenue Code; and in the event the American Radio Relay League, Inc. shall fail to so qualify, then and in that event, this Corporation's property shall become and be the property of the Boise Chapter of the American Red Cross, also an exempt organization under the Internal Revenue Code.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The private property of the members of this Corporation shall not be liable for its corporate debts.

ARTICLE IX

The duration of this Corporation shall be perpetual.

IN WITNESS THEREOF, the parties hereto have executed this Agreement under seal as of this
31st day of January, 2012.

Gaylan G. Olson

Gaylan G. Olson
9474 W. Edna St, Boise ID 83704
ISRA President/Registered Agent

Albert M. Hale

Albert M. Hale
3825 N. Maple Rd, Boise ID 83704
ISRA Vice President

Gerald D. Kroenke

Gerald D. Kroenke
1987 N. Springland Place, Boise ID 83713
ISRA Secretary/Treasurer

Michael L. Shryne

Michael L. Shryne
9696 Desert Ave, Boise ID 83709
ISRA Director

William L. Barrus

William L. Barrus
8215 Gantz Ave, Boise ID 83709
ISRA Director

Approval for filing Amended and Restated Articles
ISRA Board of Directors

President: Gaylan Olson
Vice President: Al Hale
Secretary: Gerald Kroenke

Idaho Society of Radio Amateurs, Inc. – Special Board of Directors meeting

Meeting called to order on January 31, 2012 at 7:00pm at Moxie Java (Cole & Ustick).

In Attendance:

Gaylan Olson(Pres.), Al Hale(Vice Pres.), Mike Shryne(Dir.), Bill Barrus(Dir.), Gaylan Olson(Sec./Tres.)
Bob Willis(ex-Sec./ex-Tres.)

At the January 10, 2012 ISRA Board of Directors meeting, last year's ISRA club officers voted to file Amended and Restated Articles of Incorporation if the club were to continue to exist. The above named officers were elected at the regular ISRA member meeting on January 17, 2012. The new ISRA officers wish to proceed with the club and have approved the attached Amended and Restated Articles of Incorporation. The name of the non-profit corporation shall remain Idaho Society of Radio Amateurs, Inc.

Method of adoption: The amendments being made consist exclusively of matters which do not require member approval pursuant to Section 30-3-90, Idaho Statutes, and is, therefore adopted by the board of directors:

- a. The number of directors entitled to vote was: five (5)
- b. The number of directors that voted for each amendment was: five (5)
- c. The number of directors that voted against each amendment was: zero (0)

Date: January 31, 2012



Gaylan G. Olson, ISRA President



Albert M. Hale, ISRA Vice President



Gerald D. Kroenke, ISRA Secretary/Treasurer



Michael L. Shryne, ISRA Director



William L. Barrus, ISRA Director