



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

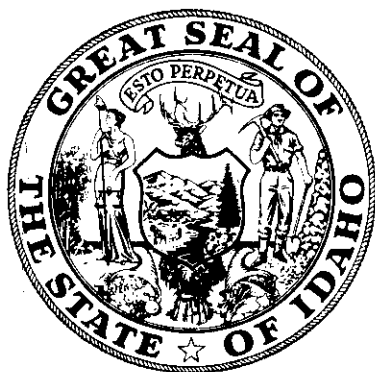
MAINSTAY COUNCIL, INC.

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 MAINSTAY COUNCIL, 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 December 3, 19 83.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

Dec 9 3 31 PM '83

ARTICLES OF INCORPORATION

We, the undersigned residents of the State of Idaho, being 18 years of age or more, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE
NAME, NON-PROFIT STATEMENT, AND LOCATION

The name of the corporation shall be MAINSTAY COUNCIL, INC., the corporation shall be non-profit, and its location shall be Box 431, City of Challis, County of Custer, State of Idaho.

ARTICLE TWO
DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE
PURPOSE CLAUSE

The business and purpose of this corporation shall be the establishment of an ongoing social services network to provide immediate help to others in times of need, including but not limited to: providing temporary shelter for adults and children who have left their homes due to domestic violence; development of a telephone hot-line service; counselling, refuge, information and referral, and advocacy for victims of domestic violence and sex crimes; recruiting and training of volunteers; community education; acquisition and disbursement of grant monies to meet the foregoing purposes.

ARTICLE FOUR
NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is FOUR, and the names and addresses of the persons who are to serve as initial directors are as follows:

NAME	ADDRESS
Laurie Gadwa, President	Box 50, Stanley, ID
Darlene Ward, Vice-President	French Creek, Clayton, ID
June Douglas, Secretary	581 Apex Lane, Challis, ID
Pat Froemming, Treasurer	Box 104, Clayton, ID

ARTICLE SIX
MANAGEMENT OF CORPORATION AND ELECTION OF DIRECTORS

Management of the corporation shall be directed and controlled by the board of directors elected annually by a vote of the total membership of the corporation.

ARTICLE SEVEN
INITIAL REGISTERED AGENT

The street address of the initial registered office is 581 Apex Lane, Challis, ID 83226, and the initial registered agent at that address is June Douglas.

ARTICLE EIGHT
CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to her office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem necessary for the best interest of the corporation.

Whenever the board of directors may so order, any two or more offices may be held by the same person, except the offices of president and secretary.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE NINE
ELECTION OF OFFICERS

The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

ARTICLE TEN
MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be as follows: any person who exhibits a genuine interest and willingness to serve actively in establishing a social services network and participate in other objectives of this corporation may become a member of the corporation upon payment of dues which shall be set by the board of directors, and/or contribution of in-kind services. All members of the corporation will remain members for an indefinite period unless a written resignation is submitted by a member, or a member is found to be inactive, or is found to be acting inappropriately while service as a crisis advocate. A member must be given 10 days written notice of any intent to drop said individual from membership for inactivity or inappropriate

actions while serving as a crisis advocate. Termination of membership will require a majority approval of the membership.

ARTICLE ELEVEN AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE TWELVE
INCORPORATORS

The names and street addresses of the persons forming this corporation are as follows:

NAME
Laurie Gadwa
Darlene Ward
June Douglas
Pat Froemming

ADDRESS
Highway 75, Lower Stanley, ID
French Creek, Clayton, ID
581 Apex Lane, Challis, ID
Thompson Creek, Clayton, ID

Laurie Gadwa
Laurie Gadwa

Wardene Ward
Darlene Ward

June Douglas

Pat Froemming
Pat Froemming

STATE OF IDAHO]
County of Custer] ss.

I, Rail Maice, a Notary Public, do hereby certify that on this 30 day of November, 1983, personally appeared before me, LAURIE GADWAY, DARLENE WARD, JUNE DOUGLAS, and PAT FROEMMING, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Rita Mae
Notary Public for Idaho
Residing at: Stanley
My commission expires: 9-2-86