

CERTIFICATE OF INCORPORATION
OF

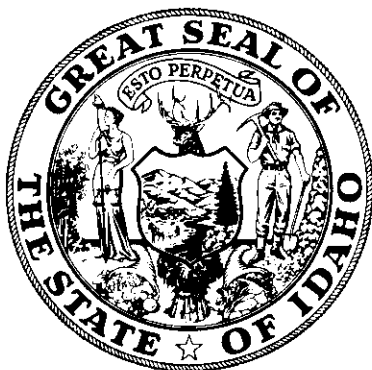
POCATELLO COMMUNITY SERVICES, INC.

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 _____
POCATELLO COMMUNITY SERVICES, 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 _____ April 28 _____, 19 82 .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
POCATELLO COMMUNITY SERVICES, INC.

ARTICLE I

Section 1

The name of this corporation shall be Pocatello Community Services, Inc. and shall hereafter be referred to as "this corporation".

ARTICLE II

Section 1

This corporation shall be a nonprofit corporation formed under Sections 30-301 to 30-332 of the statutes of the State of Idaho.

ARTICLE III

Section 1

The duration of this corporation shall be perpetual.

ARTICLE IV

Section 1

The purpose of this corporation shall be religious, charitable, and educational.

Section 2

The objectives of this corporation shall be:

- (a) to provide fellowship and education.
- (b) to engage in charity and public service.
- (c) to provide a forum for discussion of public issues.

ARTICLE V

Section 1

This corporation shall have no members.

Section 2

The name and post-office address of the association which has authority to elect the directors pursuant to subsection (b) of Section 30-314, Idaho Code, is Pocatello Interfaith Fellowship, 752 Birch, Pocatello, ID 83201.

ARTICLE VI

Section 1

The number of the initial board of directors shall be seven. Their names and addresses are:

Jack Wells	P.O. Box 4488	Pocatello, ID 83201
James Johnson	408 North Arthur	Pocatello, ID 83204
Joyce Knight	408 North Arthur	Pocatello, ID 83204
Virgil Loveday	752 Birch	Pocatello, ID 83201
Lyle Sellards	LSU P.O. Box 8134	Pocatello, ID 83209
Dave Hudson	P.O. Box 4156	Pocatello, ID 83201
Tom Foster	P.O. Box 4015	Pocatello, ID 83201

ARTICLE VII

Section 1

The name of the registered agent of this corporation is Virgil B. Loveday. The street address of the registered office: 752 Birch, Pocatello, ID 83201.

ARTICLE VIII

Section 1

The incorporators of this corporation are to serve as the initial board of directors. Their names and addresses are:

<i>Lyle D. Sellards</i>	<i>150 PO 8134</i>	<i>Pocatello, ID 83209</i>
<i>Virgil B. Loveday</i>	<i>752 Birch</i>	<i>Pocatello, ID 83201</i>
<i>Joyce Knight</i>	<i>408 N. ARTHUR</i>	<i>Pocatello, ID. 83204</i>
<i>James R. Johnson</i>	<i>408 N. ARTHUR</i>	<i>Pocatello, ID 83204</i>
<i>John F. Wells, Jr.</i>	<i>P.O. Box 4488</i>	<i>Pocatello, ID 83201</i>
<i>Tom M. Foster</i>	<i>P.O. Box 4015</i>	<i>Pocatello, ID 83201</i>
<i>Dave Hudson</i>	<i>P.O. Box 4156</i>	<i>Pocatello, ID 83201</i>

ARTICLE IX

Section 1

Amendments to these articles shall be pursuant to subsection (b) of section 30-326 and subsections (a), (b) and (d) of section 30-327, Idaho Code.

BY-LAWS
POCATELLO COMMUNITY SERVICES, INC.

I. PURPOSES AND OBJECTIVES (Article IV of the Articles of Incorporation)

Section 1

The purpose of this corporation shall be religious, charitable, and educational.

Section 2

The objectives of this corporation shall be:

- (a) to provide fellowship and education.
- (b) to engage in charity and public service.
- (c) to provide a forum for discussion of public issues:

II. POWERS

This corporation shall have and exercise all the powers granted to corporations of this nature by the laws of the State of Idaho.

III. MEMBERS (Article V, Section 1 of the Articles of Incorporation)

This corporation shall have no members.

IV. BOARD OF DIRECTORS

A. MEMBERS

There shall be a minimum of seven directors of this corporation. The Board of Directors shall be comprised from the officers, chairpersons of committees and members-at-large.

B. TERM OF OFFICE

Members shall be elected for one year terms.

C. DUTIES

The duties of the Board of Directors shall be:

- (1) To manage the affairs of this corporation.
- (2) To adopt such policies and procedures for the operating of this corporation as may be consistent with these by-laws and designed to carry out the objectives and purposes of this corporation.
- (3) To appoint such committees as it may deem expedient for the carrying out of the objectives of this corporation.
- (4) To arrange for the raising of funds.
- (5) To control the distribution of funds collected.

V. OFFICERS

A. MEMBERS

The officers shall be members of the Board of Directors and shall consist of a president, vice-president, secretary, and a treasurer.

B. TERM OF OFFICE AND ELECTION

Officers shall hold office for one year and shall be elected by the Board of Directors at the first monthly meeting following the annual meeting.

C. DUTIES

- (1) President--to preside at all meetings of the Board of Directors and the annual meeting. To appoint the Chairpersons of committees and to supervise their work.
- (2) Vice-President--Shall succeed to the Presidency in case of a vacancy in that office. Shall preside at all meetings in the absence of the President and shall undertake such other responsibilities as the President may assign.
- (3) Secretary--Shall handle such correspondence of the Board of Directors as is necessary. Shall keep a record of the proceedings of all Board meetings and the annual meeting. Shall keep all records of the Board other than the financial records, and shall disperse copies of the minutes to all Board members.
- (4) Treasurer--Shall receive and disperse all revenues of this corporation, and shall keep a complete and accurate account of all funds received and disbursed. Shall provide a monthly report to the Board of Directors.

VI. ANNUAL MEETING, FINANCIAL YEAR AND REGULAR MEETINGS

- A. The annual meeting shall be held in September (to be determined by the directors) usually the second Wednesday. At this meeting the members of Pocatello Interfaith Fellowship shall elect the Board of Directors.
- B. The financial year shall be a calendar year.
- C. Regular meetings of the Board of Directors shall be determined by the directors.
- D. Special meetings may be called by the Board of Directors.

VII. QUORUM

A quorum shall consist of a majority of the voting members of the Board.

VIII. STANDING COMMITTEES

A. FINANCE

- (1) Shall prepare and propose an annual operating budget for approval of the Board within 90 days of the annual meeting.
- (2) Shall propose and project budget needs and requests at least two years in advance of the current operating budget.
- (3) Shall oversee the expenditure of the budget throughout the financial year.
- (4) Shall act on behalf of the Board in making requests for contributions and grants from local churches and agencies to meet the needs of this corporation.
- (5) Shall oversee the Reward Fund.

B. TRANSIENT AID

The Transient Aid Committee shall oversee the Transient Aid Fund, procedures and policy.

C. POCATELLO INTERFAITH FELLOWSHIP

To provide for education, fellowship and support of religious representatives from the community.

IX. OTHER COMMITTEES

The Board of Directors shall appoint other committees as needed.

X. AMENDMENTS

Any proposed amendment shall be presented in writing to the Board of Directors at any Directors' meeting or annual meeting to be approved by a majority of directors.