

# State of Idaho

## Department of State

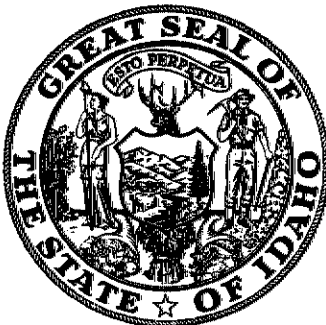
### CERTIFICATE OF INCORPORATION OF

IDAHO CIVIL WAR VOLUNTEERS, INC.  
File number C 109166

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 IDAHO CIVIL WAR VOLUNTEERS, 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: January 24, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

# ARTICLES OF INCORPORATION

OF

## IDAHO CIVIL WAR VOLUNTEERS, INC.

JAN 24 1 56 PM '95  
SECRETARY OF STATE

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such Corporation.

### ARTICLE I. NAME

The name of the corporation is IDAHO CIVIL WAR VOLUNTEERS, INC.

### ARTICLE II. NONPROFIT STATUS

The corporation shall be operated as a not for profit corporation. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, its contributors, 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 IV hereof.

### ARTICLE III. DURATION

The period of existence and the duration of this Corporation shall be perpetual, unless dissolved as hereinafter provided for in Article IX.

### ARTICLE IV. PURPOSES

The objectives and purposes for which the Corporation is organized and will be operated include:

- (a) sharing and perpetuating knowledge concerning the American Civil War era; and
- (b) advancement of knowledge and education of the public pertaining to the American Civil War; and
- (c) reenactment activities as they relate to the American Civil War; and
- (d) engaging in other lawful activity.

### ARTICLE V. INITIAL DIRECTORS

The Board of Directors of the Corporation and the Officers of the Corporation shall be one and the same. The number of directors constituting the Board of Directors shall be five (5), and the names and addresses of these individuals who are to serve as the Board of Directors until their successors are elected and shall qualify are:

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<u>Name</u>	<u>Address</u>
Charles M. Tinder President (Commander)	4889 N. Anchor Avenue Boise, ID 83703
Kenneth J. Swanson Secretary (Adjutant General)	7111 McMullen Street Boise, ID 83709
Kathy Walley Treasurer (Commissioner of Civilian Affairs)	3208 N. Linda Vista Pl. Boise, ID 83704
<del>JAMES</del> Jay Aydelotte Board Member (Union Chief of Staff)	446 Ranch Drive Eagle, ID 83616
Richard Saum Board Member (Confederate Chief of Staff)	3220 Bryson Road Boise, ID 83704

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 610 N. Julia Davis Drive, Boise, ID 83702. The name of the Corporation's initial registered agent for service of process at such address shall be Kenneth J. Swanson.

#### **ARTICLE VII. MEMBERS**

The Corporation shall have both voting and nonvoting members who shall have such rights as are provided by law and are consistent with the management authority that these Articles of Incorporation and Bylaws grant to the Board of Directors and to the members. Membership eligibility and classes shall be determined by the Bylaws, the membership and the Board of Directors. Members shall support the purposes of this Corporation as stated in Article IV. Members having voting status shall be entitled to one vote on any issue or matter submitted to or required to be submitted to a vote of the membership.

#### **ARTICLE VIII. MANAGEMENT**

The affairs of the Corporation shall be managed and conducted by a Board of Directors consisting of such numbers as established by the Bylaws. Members of the Board of Directors shall have such powers, duties and responsibilities as may be provided by law, these Articles of Incorporation, or the Bylaws.

#### **ARTICLE IX. AMENDMENTS**

The Articles of Incorporation may be amended by the voting members, by two-thirds (2/3) of the votes cast or by a majority of the total number of members eligible to vote (whichever is less), at any regular or special membership meeting, at which a quorum is present. Notice of intent to amend and the text of the proposed amendment(s) to the Articles

of Incorporation shall be provided to all members of the Corporation not less than ten (10) nor more than sixty (60) days before the meeting at which the proposed amendments will be voted on. Amendments adopted shall be effective immediately.

#### **ARTICLE X. DISSOLUTION**

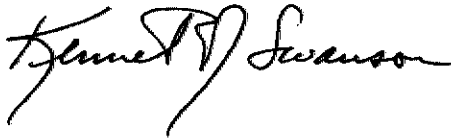
**Section 1. Vote.** A resolution of the Board of Directors to dissolve the Corporation shall be submitted to a vote of the members. Thereafter, at a membership meeting to determine the issue of dissolution, by two-thirds (2/3) of the votes cast or a majority of members eligible to vote (whichever is less), the Corporation can be dissolved.

**Section 2. Net Assets.** In the event of dissolution, the Board of Directors shall in its sole discretion, after payment or provision for all liabilities and debts of the corporation and the necessary expenses of liquidation, dispose of the net assets of the Corporation, if any, to such nonprofit funds, foundations, or corporations as may at that time be allowed by law and which are organized for purposes substantially similar to that of the Corporation.

#### **ARTICLE XII. INCORPORATOR**

The name and street address of the incorporator is:

Kenneth J. Swanson, 610 N. Julia Davis Drive, Boise, ID 83702.

A handwritten signature in cursive script, appearing to read "Kenneth J. Swanson".