



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

LAVA SEWER 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 \_\_\_\_\_

LAVA SEWER 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 June 26, 1980.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

LAVA SENIOR ESTATES INC.

WE, the undersigned, all residents of the State of Idaho and citizens of the United States for the purpose of forming a non-profit corporation pursuant to Chapter I, Title 30, Section 30-112A, Idaho Code, do hereby adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be LAVA SENIOR ESTATES INC.

ARTICLE II - Duration

The Corporation shall have perpetual duration.

ARTICLE III - Place of Business

The principal place of business of the Corporation shall be at Lava Hot Springs Senior Citizens Center, Lava Hot Springs, Idaho. The mailing address of this corporation shall be Main Street, Lava Hot Springs, Idaho 83246.

ARTICLE IV - Purposes

This corporation is organized exclusively for charitable purposes and has as its exclusive purpose the promotion of the social welfare of the poor and the underprivileged by providing low cost rental housing for senior citizens and families otherwise unable to obtain said housing on the open rental market, so long as such activities are consistent with exempt status under Section 501(C)(3) of the Internal Revenue Code of 1974 (or the corresponding provision of any future United States Internal Revenue Law);

In furtherance of these purposes this corporation is authorized to acquire, construct, provide, and operate

ARTICLE OF INCORPORATION  
OF LAVA SENIOR ESTATES INC.

rental housing and related facilities suited to the special needs and living requirements of eligible occupants as determined by Farmers Home Administration regulations, without regard to race, color, creed or national origin;

to acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto;

to sell, convey, assign, mortgage, or lease any real and personal property;

to borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith;

to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

#### ARTICLE V - Earnings

No part of the net earnings 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 Four.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owned by the corporation, to lower the lease-rental charge to occupants of the housing, and to provide additional housing and related

facilities.

#### ARTICLE VI - Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors determine. Any such assets not so disposed of shall be disposed of by the District Court 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. There shall be no distribution to any member of the corporation.

#### ARTICLE VII - Directors

The management of the corporation will be vested in a Board of Directors; the number of the directors shall be five (5); the qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be such as are prescribed by the By-laws for the corporation; the authority to make By-laws for the corporation is hereby vested in the interim Board of Directors. The initial officers of the corporation are to be selected by the interim Board of Directors and shall be chosen from members of the Board of Directors.

ARTICLE VIII - Membership

Membership shall be evidenced by certificates of membership rather than by shares of stock.

The qualifications for membership and all rights incident to membership in this corporation shall be such as are defined in the By-laws of the corporation. The voting rights, property rights and interests of each member of the corporation shall be equal and all new members shall have voting rights, property rights and interest in the Corporation equal to that of all old members. All Directors of this corporation shall be members of the corporation.

ARTICLE IX - Quorum

A quorum for a meeting of the members of the corporation shall consist of a majority of the members of the corporation.

ARTICLE IX - Incorporators

The Incorporators of this corporation shall constitute the interim Board of Directors until such time as the first annual meeting of the corporation shall be held.

The names and addresses of the incorporators who shall manage the affairs of the corporation until the first annual meeting of the members are

NAME	ADDRESS
Wallace Whitehead	Lava Hot Springs, Idaho
Lona Itami	Lava Hot Springs, Idaho
Robert Bergendorf	Lava Hot Springs, Idaho
George Anderson	Lava Hot Springs, Idaho
Dee Parkinson	Lava Hot Springs, Idaho

ARTICLE XI - By-Laws

The By-laws of the corporation may be repealed, altered and amended or new By-laws adopted by the Board of Directors at any special meeting of the Board of Directors called for that purpose by a vote of two-thirds majority of the total membership of the Board.

ARTICLE XII - Registered Agent

The initial registered agent will be Robert Bergendorf whose registered office will be Main Street, Lava Hot Springs, Idaho.

IN WITNESS WHEREOF, the following persons acknowledge that they are residents of the State of Idaho and have joined together to incorporate this Corporation as a non-profit corporation under Chapter I, Title 30, Section 30-117A of the Idaho Code.

Wallace K. Whitehead  
WALLACE WHITEHEAD

Lona Itami  
LONA ITAMI

Robert Bergendorf  
ROBERT BERGENDORF

George Anderson  
GEORGE ANDERSON

Dee Parkinson  
DEE PARKINSON

STATE OF IDAHO       )  
                              : SS  
County of Bannock    )

On this 19<sup>th</sup> day of June, 1980, before me the undersigned Notary Public for Idaho, personally came Wallace Whitehead, Lona Itami, Robert Bergendorf, George Anderson, and Dee Parkinson.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notary seal the day and year first above written.

David W. Sanders  
NOTARY PUBLIC FOR IDAHO  
Residing at: Lava Hot Springs  
My Commission expires: Lifetime Commission