

State of Idaho

Department of State

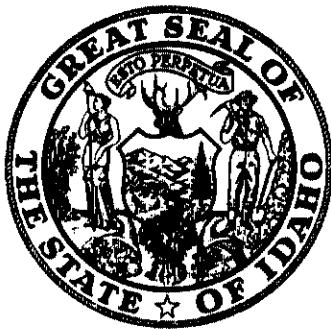
**CERTIFICATE OF INCORPORATION
OF**

KIWANIS CLUB OF MIDDLETON, 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 KIWANIS CLUB OF MIDDLETON, 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: February 12, 1993



Pete R. Cenarrusa
SECRETARY OF STATE
By 

ARTICLES OF INCORPORATION
OF
KIWANIS CLUB OF MIDDLETON, INC.

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The undersigned, acting as incorporators of a nonprofit corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the nonprofit corporation, the subject of these Articles of Incorporation, is KIWANIS CLUB OF MIDDLETON, INC.

ARTICLE II.

The corporation, the subject of Article I above, is a nonprofit corporation incorporated under Section 30-301 of the Idaho Code, as a nonprofit organization, and is a not-for-profit organization that is group exempt from payment of federal income taxes under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE III.

PERIOD OF DURATION

The period of its duration is perpetual.

ARTICLE IV.

PURPOSE OR PURPOSES OF CORPORATION

The purposes of this corporation are:

(a) To give primacy to the human and spiritual rather than to the material values of life.

- (b) To encourage the daily living of the Golden Rule in all human relationships.
- (c) To promote the adoption and the application of higher social, business, and professional standards.
- (d) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- (e) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- (f) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.
- (g) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Middleton, and its members.
- (h) To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE V.

MEMBERS

The membership of this corporation shall consist of the individuals elected to membership in the KIWANIS CLUB OF MIDDLETON, INC.

ARTICLE VI.

MANAGEMENT OF ITS AFFAIRS

The management of the affairs of the KIWANIS CLUB OF MIDDLETON, INC., shall be vested in its members pursuant to Section 30-314(c), Idaho Code.

ARTICLE VII.

ADDRESS AND REGISTERED AGENT

The initial registered office of the corporation is
4 N 3rd ave W, Middleton, Idaho and its initial registered agent
is Leulla Buchanan, P.O. Box 846, Middleton, Idaho 83644.

ARTICLE VIII.

NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the directors constituting
the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Val Jean Bonnell	P.O. Box 477 Middleton, Idaho 83644
Martin Galvin	P.O. Box 115 Middleton, Idaho 83644
Allen Lake	2511 Meadow Avenue Caldwell, Idaho 83605
Paul Okamura	13998 Highway 44 Caldwell, Idaho 83605
William Shepherd	P.O. Box 626 Middleton, Idaho 83644
Lee Swigert	P.O. Box 700 Middleton, Idaho 83644

ARTICLE IX.

THE NAME AND ADDRESS OF INCORPORATORS

The names and addresses of the incorporators are as
follows:

<u>NAME</u>	<u>ADDRESS</u>
Ardith Tepfer	P.O. Box 721 Middleton, Idaho 83644
James Mitchell	P.O. Box 877 Middleton, Idaho 83644
Luella Buchanan	P.O. Box 846 Middleton, Idaho 83644

ARTICLE X.

THE NAME AND ADDRESS OF OFFICERS

The initial officers of the corporation consist of the following:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Ardith Tepfer	P.O. Box 721 Middleton, ID. 83644
First Vice President	Bobbi Rayne	20101 Dixie River Rd Caldwell, ID. 83605
Second Vice President	James Mitchell	P.O. Box 877 Middleton, ID. 83644
Secretary-Treasurer	Luella Buchanan	P.O. Box 846 Middleton, ID. 83644

ARTICLE XI.

BOARD OF DIRECTORS

The Board of Directors shall include all officers and not less than six (6) elected directors from the members of the KIWANIS CLUB OF MIDDLETON, INC. Members of the Board shall be elected annually at the annual meeting.

IN WITNESS WHEREOF, we have hereunto set our hands this
15th day of January, 1993.

Ardith Tepfer
Ardith Tepfer

Ardith Tepfer

James Mitchell

Lueela Buchanan
Lueela Buchanan

STATE OF IDAHO)
County of Canyon) ss.

On this _____ day of January, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ARDITH TEPFER, JAMES MITCHELL, and LUELLA BUCHANAN, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

(SEAL)

Notary Public for State of Idaho
Residing at: _____
My Commission Expires: _____

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C O N S E N T

Indianapolis, Indiana

January 22, 1993

To: KIWANIS CLUB OF MIDDLETON, IDAHO

Having complied with all the conditions and requirements of KIWANIS INTERNATIONAL, with reference to the incorporation of the club, consent is hereby given to the Kiwanis Club of Middleton, to incorporate without capital stock, and not for profit, pursuant to the laws of the State of Idaho, under the name, Kiwanis Club of Middleton, Idaho, and according to the Articles of Incorporation which you have submitted and which are hereby approved.

This consent is given on condition that it is revocable by Kiwanis International, if at any time you depart from the plan of organization which you have submitted for our approval and you agree that in the event of such revocation you will comply with whatever request is made of you by Kiwanis International to conform with said plan, or in the event of failure to so conform, you will cause said corporation to dissolve.

KIWANIS INTERNATIONAL

By W.A. Brown
WILLIAM A. BROWN
Director of Club Services