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RESTATED  
ARTICLES OF INCORPORATION OF  
IDAHO STATE POLICE ASSOCIATION, INC.

STATE OF IDAHO

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho, do hereby make and adopt the following (Restated) Articles of Incorporation:

Article 1

The name of the Corporation is IDAHO STATE POLICE ASSOCIATION, INC.

Article 2

The corporation is a non-profit corporation under the laws of the State of Idaho. The corporation is not formed for pecuniary profit; and no part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

Article 3

The duration of this corporation shall be perpetual.

Article 4

The corporation is organized, and shall be operated exclusively for the following purposes:

- a. To provide a continuing effort to better police services to the public.
- b. To stimulate mutual cooperation among Idaho State Police Association chapters and other law enforcement agencies and organizations.
- c. To establish and maintain a line of communication among all members of the Idaho State Police and the Department of Law Enforcement.
- d. To evaluate the standards of Idaho State Police and Department of Law Enforcement employees and to promote the professionalism of its members.
- e. To assist in obtaining better equipment, salaries, pensions, fringe benefits, promotional opportunities and working conditions for Idaho State Police and Department of Law Enforcement employees.
- f. To provide a vehicle through which we may promulgate factual data for the purpose of collective bargaining and legislative lobbying.

Article 5

In addition to the purposes enumerated in Article 4, the corporation shall exercise all rights and powers conferred by the laws of Idaho upon non-profit corporations, and, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value and to hold, invest, manages, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein. Moreover, the corporation shall do such other things as are incidental to the lawful purposes of the corporation, or necessary or desirable in order to accomplish them.

STATE SECRETARY OF STATE  
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#### Article 6

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 4 hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

#### Article 7

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the 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 or scientific purposes as shall at the time qualify as an exempt organization described in Sections 501 (c) (3) and (5) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization as said court shall determine (which are organized and operated exclusively for such purposes).

#### Article 8

There shall be two classes of members. Class A shall consist of active members and Class B shall consist of associate members. Class A membership shall consist of all full-time employees of the Idaho State Police and the Idaho Department of Law Enforcement. Class B, associate memberships shall consist of 1) retired Idaho State Police and Idaho Department of Law Enforcement employees and 2) Idaho State Police reserves. Voting rights shall be held exclusively by Class A members. Members shall be admitted and maintained in accordance with the By-laws.

#### Article 9

This corporation is organized under a non-stock basis.

#### Article 10

The street address and the city of the corporation's registered office (at the time of the filing of these Restated Articles of Incorporation) is as follows: 1730 West Quinn #609, Pocatello, Idaho 83202; and the full name of the corporation's registered agent at such address is as follows: Shawn Klitch.

#### Article 11

The corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation or any amendment to them; and all rights and privileges conferred upon the members, trustees and officers are subject to this reservation. The articles of this association may be amended at any regular or special meeting of the members of the corporation, called for that purpose, by 2/3 of the votes cast at such meeting (or a majority of the voting power, whichever is less).

Article 12

As provided at Section 30-3-39 of the Idaho Code, a member of this corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the corporation.

Article 13

The names and complete street addresses of the individuals constituting the Board of Directors at the time of the filing of these Restricted Articles of Incorporation are as follows:

Jay Komosinski  
2781 Stone Pines  
Coeur d'Alene, Idaho 83814

John Ferriss  
3224 8<sup>th</sup> Street  
Lewiston, Idaho 83501

Ron Kirtley  
11551 Eva Lane  
Caldwell, Idaho 83605

Gayland Edwards  
311 E. 8<sup>th</sup> Street  
Dietrich, Idaho 83324

Kris L. Smith  
507 Darris  
Chubbuck, Idaho 83202

Doug McFall  
2290 Robb Street  
Idaho Falls, Idaho 83402

Article 14

The names and complete street addresses of the individuals executing these Restated Articles of Incorporation are as follows:

Shawn Klitch  
1730 West Quinn #609  
Pocatello, Idaho 83202

Kris L. Smith  
507 Darris  
Chubbuck, Idaho 83202

Doug McFall  
2290 Robb Street  
Idaho Falls, Idaho 83402

Article 15

The By-laws of the corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

Article 16

With regard to these "RESTATED" articles and the amendments effected therein, the following disclosures are made:

- a. All articles are in fact amended by this indenture.
- b. Said amendments were duly made and formally adopted on June 13, 1997.
- c. Moreover, six members of this association were (and are) entitled to vote upon said amendments; and in fact, six (6) of those members voted for the amendments, and none (0) cast a vote against any of the amendments so restated.

IN WITNESS WHEREOF, the undersigned have signed these RESTATED ARTICLES OF INCORPORATION on this 30 day of June, 1997.

[Signature]  
Shawn Klitch

[Signature]  
Kris L. Smith

[Signature]  
Doug McFall

STATE OF IDAHO                    )  
  ) ss  
COUNTY OF BANNOCK         )

On this 30 day of June, 1997, before me, a notary public, in and for the state of Idaho, personally appeared Shawn Klitch, Kris Smith and Doug McFall, each and all of them known or identified to me, to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

[Signature]  
Notary Public for Idaho  
Residing at: 3205 S. 5<sup>th</sup> Ave. Pocatello ID  
My Commission Expires: 03-02-2007

