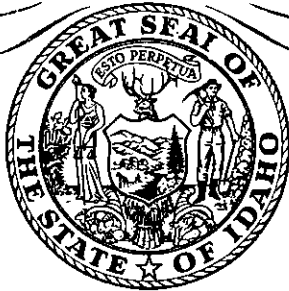


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**IDAHO ZOOLOGICAL SOCIETY, INC.**

was filed in the office of the Secretary of State on the **Twenty-seventh** day  
of **September,** A. D. One Thousand Nine Hundred **Sixty-one** and  
is duly recorded on Film No. **114** of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and  
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Boise** in the County of **Ada**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **27th** day of **September**,  
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO ZOOLOGICAL SOCIETY, INC.

The Undersigned, incorporators, of the age of twenty-one years or more, and citizens of the United States, do hereby associate ourselves together for the purpose of forming and establishing a non-profit corporation under and pursuant to the provisions of Chapter 10, Title 30, Idaho Code.

ARTICLE I

The name of the corporation is "Idaho Zoological Society, Inc."

ARTICLE II

The location and post office address of the registered office of this corporation shall be in the City of Boise, County of Ada, State of Idaho.

ARTICLE III

The corporation existence shall be perpetual.

ARTICLE IV

The corporation is one which does not contemplate pecuniary gain or profit to members thereof, and the purpose or objectives for which said corporation is formed are as follows:

- (a) To establish, maintain, operate and control zoological parks, gardens or other collections or exhibits of animals, fish, birds or other fauna; to actively assist, advise or cooperate with any other organization or state, county or municipal body or agency thereof in so doing.
- (b) To promote the interest and education of the people and members in zoology, botany, natural history and all related and kindred scientific subjects, and to promote assist and actively conduct research and investigation into said subjects, and to in any way publish or assist in publishing results thereof.
- (c) To enter into such contracts, agreements or arrangements with other persons, corporations or associations, municipal, county, state or United States governments or agencies thereof, of the United States' territories or any foreign city or country, as

may be desirable to further the objectives and purposes of this corporation, which contracts may provide for the contribution of moneys or property.

- (d) To acquire, sell, hold, improve and dispose of such property, real or personal, as may be necessary or desirable to carry on or promote the objectives of this corporation.
- (e) To possess and exercise all powers necessary and incident to the foregoing objectives and purposes, and which are or may be conferred by law.
- (f) To exercise generally the powers customarily exercised by non-profit cooperative associations, and particularly the power provided by the State of Idaho, referring especially to Chapter 10, Title 30, Idaho Code.

The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

#### ARTICLE V

The management of the business and affairs of this corporation shall be vested in a Board of Directors, which is hereby empowered to adopt, repeal and amend such by-laws, rules and regulations for the government of this corporation and of its activities as shall be advisable from time to time in the judgment of the board. Such powers shall include, but not be limited to, the power to admit and expell members and prescribe qualifications for membership; to appoint committees who are publicly acceptable to and serve at the pleasure of the Board, to delegate and appoint committees from among members of the Board necessary to further corporate purposes, and to delegate to such committees any and all powers conferred upon the Board; to appoint corporate officers and prescribe their duties and obligations. The Board shall have the power to acquire, sell, mortgage, lease, encumber, convey and dispose of any or all of the corporate property, real or personal, without advice or consent of members.

#### ARTICLE VI

The Board of Directors shall consist of not less than 15 nor more than 25 Board members. The number of Directors to serve at any time shall be determined by the Board of Directors, within the numerical limitations herein.

#### ARTICLE VII

The officers of the corporation shall consist of a President, a First Vice President, a Second Vice President, A Secretary and a Treasurer, who shall be appointed by and at the pleasure of the Board, and exercise such duties as the Board shall prescribe. The Board may designate such additional officers as shall be deemed appropriate.

#### ARTICLE VIII

The annual meeting of members shall be held each year, at a time and place an upon notice designated by the by-laws, at which time the members shall elect, by ballot and pursuant to the by-laws, the members of the Board of Directors as required, and shall transact such other business as shall properly come before the meeting.

#### ARTICLE IX

The corporation shall be non-stock and no dividend or pecuniary benefit shall be declared or paid to the members thereof. The rights and interest of all members shall be equal.

#### ARTICLE X

The corporation shall execute membership certificates to each member thereof, which certificate shall not be assigned so that the transferee thereof can by such transfer become a member of the Association, except by resolution of the Board of Directors.

#### ARTICLE XI

No member shall be individually or personally liable for the debts, obligations or liabilities of this corporation, nor have property rights in the property of the corporation, or any right to participate in any earnings thereof.

#### ARTICLE XII

These articles may be amended in the manner provided by statutes at the time of the amendment.

ARTICLE XIII

The names and residences of the persons forming this corporation are:

<u>Name</u>	<u>Address</u>
<u>Elyse Ann Harmon</u>	<u>416 7th Pacific St Boise, Idaho</u>
<u>Geraldine H. Plumb</u>	<u>120 Mobley Drive, Boise Idaho</u>
<u>William J. Ewing</u>	<u>2318 No. 36th, Boise, Idaho</u>
<u>R G Mickey Thompson</u>	<u>4223 Fairmont Boise, Idaho</u>
<u>Gordon S. Bowen</u>	<u>1900 Good St., Boise</u>
<u>Levi L. Mohler</u>	<u>602 Michael Boise</u>

WITNESS, our hands and seals at Boise, Idaho, this 20<sup>th</sup> day of September, 1961

Elyse Ann Harmon  
Geraldine H. Plumb  
William J. Ewing  
R G Mickey Thompson  
Gordon S. Bowen  
Levi L. Mohler

STATE OF IDAHO)  
 ) ss  
 County of Ada )

On this 20<sup>th</sup> day of SEPTEMBER, 1961, before me, the undersigned, a Notary Public in and for said state, personally appeared Elyse Ann Harmon, Geraldine H. Plumb, William J. Ewing, R G Mickey Thompson, Gordon S. Bowen, Levi L. Mohler, known to me to be the persons whose names are subscribed to the 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.

[Signature]  
 Notary Public in and for  
 the State of Idaho