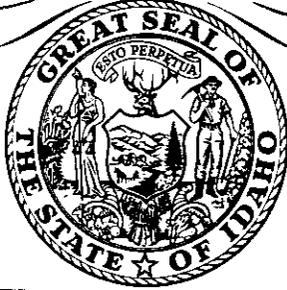


State of Idaho



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

THE TWIN FALLS JAYCEES, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **April** A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **123** 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 **Twin Falls** in the County of **Twin Falls** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative 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 **4th** day of **April**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

Of

THE TWIN FALLS JAYCEES, INC.

(An Idaho Corporation)

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being mature persons of full age and citizens of the United States, in order to form a non-profit cooperative association for the purposes hereinafter stated, pursuant to the provisions of Chapter 10, Title 30, Idaho Code, do hereby certify as follows:

ARTICLE I

The name of the association shall be "THE TWIN FALLS JAYCEES, INC."

ARTICLE II

That this association is not formed for pecuniary profit nor shall any part of the revenue or income of the corporation enure to the benefit of any member thereof or of any individual, or be applied or used for any purpose other than to further the objects and purposes of the association, which are as follows:

- (a) To provide the younger business and professional men of Twin Falls, Idaho, a medium for training in citizenship and chamber of commerce work; to promote the civic, industrial and educational activities of the community; to secure and disseminate accurate information relating thereto; to support and promote legislation favorable thereto and to oppose legislation unfavorable thereto; to cooperate with the Twin Falls Chamber of Commerce, or any other chamber of commerce, or any other organization or individual, in advancing its program of usefulness to the city, state and nation; to promote the objects and purposes of the Idaho State Jaycees, Inc., and the United States Junior Chamber of Commerce;

- (b) To receive donations, contributions, and endowment funds to be used in the realization and in the furtherance of the objects and purposes specified in the preceding paragraph (a);
- (c) To Generally, promote a better relationship between young men of the community of Twin Falls and to do all and every necessary, suitable, convenient, and proper thing for the accomplishment of the purposes of this organization;
- (d) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon non-profit cooperative associations organized under the provisions of the law hereinabove referred to.

ARTICLE III

The corporation shall have the following powers:

- (a) For any purposes and objects of the corporation, and not for pecuniary profit, to take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatever to dispose of real property, within or without the State of Idaho, wherever situated;
- (b) For any of the purposes of the corporation, and not for pecuniary profit, without limit as to amount, to borrow or raise money, to draw, make, accept, endorse, discount, execute, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warranties, bonds, and other instruments, whether negotiable or not negotiable, transferable or non-transferable, and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same and all obligations arising therefrom by mortgage or otherwise, either alone or jointly with any other person or corporation, of the whole or any other part of the property of the corporation to be acquired;
- (c) For any of the purposes of the corporation, and not for pecuniary profit, to enter into, make and perform contracts, of every kind for any lawful purpose, with any person, firm, association or corporation, a municipal body politic, country, territory, state, government or colony or dependency thereof;
- (d) To make by-laws not inconsistent with any existing law for the management of business and property of the corporation and the regulation and conduct of its affairs.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Third Article of Incorporation and of the preceding Second Article of Incorporation shall, except where otherwise specified, be no way limited or restricted by reference to or inference to the terms of any other paragraph or of any other article of these Articles of Incorporation, but that the objects, purposes and powers and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms or powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE IV

That the association is to have perpetual existence.

ARTICLE V

That the location and post office address of the registered office of the association shall be Twin Falls, Idaho.

ARTICLE VI

That the rights and interests of all members in this association shall be equal, no member to acquire or have a greater interest therein than any other member; that this association shall not issue any capital stock, but shall issue membership certificates to each member of the association, which certificate cannot 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 and under such regulations as the by-laws may prescribe. The Board of Directors, however, shall have the power and authority from time to time to create and designate the types of membership in or association with the association, and to define and limit the conditions and the privileges

of each such type of membership.

ARTICLE VII

The qualifications of members and the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from and of restoration of membership, the dues, if any, required for membership in the association, the time of payment and manner of collecting the same, and for the forfeiture of the interest of a member in the association for non-payment of dues, shall be such as may be provided for in the by-laws of the association.

ARTICLE VIII

The by-laws of this association may be altered, amended or new by-laws adopted at any regular meeting or at any special meeting of the members called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum, as specified in the by-laws of the association or the general laws of the State of Idaho, be present at such meeting.

ARTICLE IX

An annual meeting of the members of the association shall be held at a suitable place in Twin Falls, Idaho, on the 8th of April of each calendar year, at such hour as shall be specified in the notice of the meeting, for the election of directors, consideration of reports, and for the transaction of any other business that may have been specified in the notice of such meeting; provided, however, that the Board of Directors may specify that said annual meeting may be given at such other time and such other place in the State of Idaho as may be specified in the notice of such meeting

hereinafter provided. Notice of the time and place of such annual meeting shall be given at least ten (10) days prior to the date of such meeting, such notice to be given by a postcard addressed to the regular members at their latest known addresses as the same appear on the records of the association. If, for any reason, such annual meeting shall not be held in any year on the 8th of April, it shall be held as soon as may be convenient thereafter, as shall be determined by the Board of Directors, and the Board of Directors shall have the authority to call such annual meeting at an earlier time than that specified herein, if in its judgment the business of the association makes it desirable to hold such meeting at an earlier date in any year.

ARTICLE X

The government and management of the affairs and property of the association, and the exercise of its corporate powers, are and shall be vested in and exercised by a Board of Directors, each of whom shall be a regular member of the association, which Board shall consist of not less than five (5) nor more than twenty-five (25) members, as may be prescribed by the by-laws. The first Board of Directors shall consist of five (5) members, hereinafter designated, who shall hold office as such until the holding of the 1963 annual meeting of the members of the association, and until their successors shall be elected and shall qualify. At the 1963 and subsequent annual meetings of the members of the association, the regular members present shall elect a Board of Directors consisting of such number as may be prescribed by the by-laws, to serve for a period of one year, expiring with the holding of the annual meeting of the ensuing year. Vacancies arising in

the Board of Directors between the dates of annual meetings shall be filled by election by the remaining members of the Board of Directors. The persons so elected shall hold offices for the unexpired terms of their respective predecessors, unless otherwise specified at the time of their election.

The said Board of Directors shall consist of a president, two vice-presidents, secretary and treasurer. Such officers shall have such powers and shall perform such duties as usually pertain to their respective offices, and as may be prescribed or defined from time to time by the Board of Directors.

All such officers shall serve until the annual meeting of the membership and until their respective successors shall have been elected and shall have been qualified; but any officer may be removed from office at any time by vote of the majority of the whole membership at any regular meeting called in the course of the year.

The office of secretary and treasurer may be filled by the same person.

No officer of the association shall have the power to contract any debt or incur any obligation in the name or on behalf of the association, or to expend any money of the association, without appropriate action by the Board of Directors granting such authority or approving such debt, obligation, or expenditure.

ARTICLE XI

The Board of Directors of this corporation shall consist of the following named persons, to serve in the capacity stated until the holding of the 1963 annual meeting and until their successors shall be elected and shall qualify:

<u>Name</u>	<u>Position</u>
Thomas W. Moore	President
Earnest Wills	Internal Vice President
Vernon Doshier	External Vice President
Delbert McGuire	Secretary
Rodney Scott	Treasurer

ARTICLE XII

The private property of the members of the association shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XIII

The corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on directors and members herein are granted subject to this reservation.

ARTICLE XIV

The names and addresses of the incorporators are:

Thomas W. Moore	213 Carney, Twin Falls, Idaho
Earnest Wills	662 Grant, Twin Falls, Idaho
Vernon Doshier	213 Addison Ave., Twin Falls, Idaho
Delbert McGuire	Box 14, Twin Falls, Idaho
Rodney Scott	1734 Borah Ave. E., Twin Falls, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 31st day of March, 1963.

<u>Name</u>	<u>Address</u>
<u>Thomas W. Moore</u>	213 Carney, Twin Falls, Idaho
<u>Earnest J. Wills Jr.</u>	662 Grant, Twin Falls, Idaho
<u>Vernon Doshier</u>	213 Addison Ave., Twin Falls, Idaho
<u>Delbert McGuire</u>	Box 14, Twin Falls, Idaho
<u>Rodney Scott</u>	1734 Borah Ave. E., Twin Falls Idaho

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 31st day of March, 1963, before me, a Notary Public in and for the State of Idaho, personally appeared THOMAS W. MOORE, EARNEST WILLS, VERNON DOSHIER, DELBERT McGUIRE and RODNEY SCOTT, known to me to be the persons whose names are subscribed to the within 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.

R. G. Messersmith
Notary Public for Idaho
Residing at Twin Falls, Idaho