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SECRETARY OF STATE
STATE OF IDAHO

**Amended and Restated
ARTICLES OF INCORPORATION
OF
SNAKE RIVER VALLEY QUILT GUILD**

(an Idaho nonprofit corporation with members)

ARTICLE I: NAME

The name of the corporation is SNAKE RIVER VALLEY QUILT GUILD, INC. Herein referred to as the Corporation.

ARTICLE II: NONPROFIT STATUS

The corporation is a non-profit corporation.

ARTICLE III: PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

IDAHO SECRETARY OF STATE

10/28/2016 05:00

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ARTICLE IV: REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The address of the registered office is 1580 East 300 North, Roberts, ID 83444, and the name of the registered agent at this address is Connie Rafferty. Changes to the Registered Agent shall be made with the Idaho Secretary of State's Office as needed.

ARTICLE V: PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. The object and purpose of this association shall be to further quilting excellence in the Snake River Valley area; to promote interest and appreciation within the world of quilts.
- B. The Guild shall be a charitable and educational organization currently within the meaning of Section 501(c) (7) of the Internal Revenue Code of 1992 until a 501(c)(3) is obtained, and then shall be governed under those requirements.
- C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein

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contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do

ARTICLE VI: LIMITATIONS.

No part of the net earnings or the assets 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.

ARTICLE VII: MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Bylaws and are consistent with the authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board.

ARTICLE VIII: BOARD

The affairs of the Corporation shall be managed by its Executive and General Board who shall comprise the Board. The Executive Board shall consist of the elected officers of the Corporation, and shall include President, Vice President, Secretary, and Treasurer. The General Board shall consist of committee chairpersons appointed by the Executive Board.

The names and street addresses of the persons constituting the existing Executive Board are:

NAME

Constance R. Rafferty, President

Marei Montalvo, Vice-President

Sandra Brow, Secretary

Laura L. Wallis, Treasurer

ADDRESS

1580 East 300 North, Roberts, ID 83444

PO Box 113, Swan Valley, ID 83449

2269 Calkins Ave, Idaho Falls, ID 83402

6105 E Founders Pointe Dr., Ammon ID 83406

ARTICLE IX: DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Guild, and after paying or adequately providing for debts and obligations, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations that have established their tax exempt status under Section 501(c) 3 of the Internal Revenue Code. The Executive Board shall recommend the specific

disposition of these remaining assets, which shall then be approved by the General Membership.

ARTICLE X: INCORPORATOR.

The name and street address of the incorporator of the Amended and Restated Articles is: Constance R. Rafferty, 1580 East 300 North, Roberts, ID 83444.

ARTICLE XI: BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

A vote of the membership to approve these Amended and Restated Articles of Incorporation was held at the General Meeting on October 20, 2016.

Total Members	<u>108</u>	Members Voting	<u>79</u>
In Favor of Changes	<u>79</u>	Opposed	<u>0</u>

These Amended and Restated Articles of Incorporation are thus enacted and DATED this 20th day of October, 2016.



Name: Constance R. Rafferty, President
Incorporator