

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

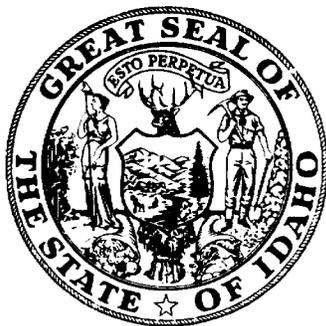
KOOTENAI COUNTY VETERAN'S COUNCIL, INC.

File number C 108172

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 KOOTENAI COUNTY VETERAN'S COUNCIL, 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: November 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Sibel*

ORIGINAL

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ARTICLES OF INCORPORATION

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CX #: 6042 CUST# 3934
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IDAHO SECRETARY OF STATE

OF

KOOTENAI COUNTY VETERAN'S COUNCIL, INC.

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SEC. OF STATE
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KNOW ALL MEN BY THESE PRESENTS that W. C. Reynalds and Ben Keeley being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt in duplicate, the following Articles of Incorporation. It is the incorporator's express intention to create a nonprofit corporation in compliance with the Idaho Nonprofit Corporation Act and the Internal Revenue Code, as they are currently written or subsequently amended, and all provisions of these Articles and the Bylaws shall be construed consistent with such intent.

ARTICLE I.
NAME

1.1. The name of the Corporation (hereinafter called "Corporation") is KOOTENAI COUNTY VETERAN'S COUNCIL, INC.

ARTICLE II.
DURATION

2.1. The duration of this Corporation shall be perpetual.

ARTICLE III.
PURPOSES AND POWERS

3.1. This Corporation is not organized for profit and no part of gains or earnings shall inure to its members. The purpose or purposes for which the Corporation is organized are: to coordinate the provision of veteran's services by government and private organizations to all eligible veterans and their dependents; to uphold and defend the Constitution of the United States; to foster and perpetuate patriotism; to preserve incidence and memories of veteran's sacrifices in World Wars I and II, the Korean Conflict, Vietnam Police Action, Grenada Invasion, Panama Invasion, Operations Desert Shield and Storm, and all other combat actions either in the past or in the future; to inculcate a sense of individual obligations to the community, state, and nation; to promote the social welfare of the community as defined in Section 1.501(c)(4)-1(a)(2) of the Internal Revenue Code; to assist disabled and needy war veterans and members of the United States Armed Forces and their dependents, and the widows and orphans of deceased veterans; to provide entertainment, care, and

assistance to hospitalized veterans or members of the Armed Forces of the United States; to carry on programs to perpetuate the memory of deceased veterans and members of the Armed Forces and to comfort their survivors; to conduct programs for religious, charitable, scientific, literary, or educational purposes; to sponsor or participate in activities of a patriotic nature; to provide insurance benefits for their members or dependents of their members or both; to provide social and recreational activities for their members; and to transact any or all other lawful business and have all powers allowed under Idaho Non-Profit Business Corporation Act.

ARTICLE IV.
MEMBERS AND MEMBERSHIP

4.1. Non-Stock Corporation. Participation in management and ownership of the Corporation shall be by Directorship only. The Corporation shall issue no stock and shall have no shareholders.

4.2. Members. This Corporation shall have members in accordance with the Bylaws.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

5.1. The initial registered office of the Corporation shall be 1221 W. Ironwood, Suite 200, Coeur d'Alene, Idaho, 83814, and the name of its registered agent is: W. C. Reynolds.

ARTICLE VI.
INCORPORATORS

6.1. The names and addresses of the incorporator of the Corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. C. Reynolds	1221 W. Ironwood, Suite 200 Coeur d'Alene, Idaho 83814
Ben Keeley	P.O. Box 1804 Hayden, Idaho 83835

**ARTICLE VII.
BOARD OF DIRECTORS**

7.1. The affairs of this Corporation shall initially be managed by a Board of five (5) Directors. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation. The names and addresses of the initial Directors the Corporation of the Corporation until the selection of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
Bernie Fox	6991 Rude Street Coeur d'Alene, Idaho 83814
John Dunlop	117 Maplewood Post Falls, Idaho 83854
John Smith	3620 N. 17th Street Coeur d'Alene, Idaho 83814
Jim Sheppard	2304 N. 12th Street Coeur d'Alene, Idaho 83814
Faye Harder	2017 Lilly Drive Coeur d'Alene, Idaho 83814

**ARTICLE VIII.
DISSOLUTION**

In the event of dissolution, liquidation, or winding up of the Corporation, none of the property nor any proceeds of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid and discharged, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated as follows:

1. pursuant to the plan of distribution adopted as provided for under the Idaho Non-profit Corporation Act as it now exists or is amended in the future; or
2. if there is no appropriate plan of distribution, as a court of competent jurisdiction may direct;

provided however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

(a) each organization shall be organized under written articles of organization which comply with the requirements of the Internal Revenue Code necessary to qualify the organization as an exempt organization;

(b) each organization shall be exempt from federal taxes by reason of Section 501, or other applicable sections of the Internal Revenue code as it now exists or is amended in the future.

(c) contributions to each such organization shall be deductible by reason of Section 170 of the Internal Revenue Code as it now exists or is amended in the future;

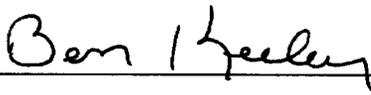
(d) each organization shall be operated exclusively for a recognized exempt purpose, and the manner of operation of each organization shall be in compliance with the requirements to qualify the organization as an exempt organization.

ARTICLE IX.
AMENDMENT OF ARTICLES

Amendments to the Articles can be made by the vote or written assent of at least two-thirds (2/3) of a quorum of the voting membership in accordance with the Bylaws.

For the purposes of forming this Corporation under the laws of the State of Idaho, we, the undersigned incorporators have executed these Articles of Incorporation on the 25 day of OCTOBER, 1994.





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