

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

**DIVERSIFIED ABILITIES IN SERVICE TO HUMANITY, INC.**

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 \_\_\_\_\_

**DIVERSIFIED ABILITIES IN SERVICE TO HUMANITY, 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       JULY 25,      , 19   84  .



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
DIVERSIFIED ABILITIES IN SERVICE TO HUMANITY, INC.

JUL 29 8 36 AM '84  
SECRETARY OF STATE

WE, THE UNDERSIGNED, acting as incorporators under the State of Idaho Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be DIVERSIFIED ABILITIES IN SERVICE TO HUMANITY, INC.

ARTICLE II

CORPORATE FORM

This corporation is a non-profit corporation as defined under Section 30-305 of the Idaho Code.

ARTICLE III

TERM

The duration of this corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

The purposes and powers of this corporation are exclusively charitable and consist of the following:

1. To engage in and promote charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Such purposes include but are not limited to:

A. To promote the general welfare of all the Developmentally Disabled population, and other disabled.

B. Organize the community resources of the cities and/or towns in which they reside in.

C. To develop a better understanding of disabilities by the public.

D. To further improve the accessibility of all public buildings for all people.

E. To establish social and recreational programs for the disabled.

F. To further the implementation of statutes and regulations in behalf of the disabled.

G. To further the accessible transportation for the disabled.

H. To cooperate with and enlist the support of public, private, religious, and professional groups and agencies, both local, state, and federal in the furtherance of these objectives.

I. To further the training, education and recruitment of personnel for work in the field of development disabilities.

J. To solicit and receive funds for the accomplishments of the above purposes.

K. To do any and all lawful activities which may be necessary, fruitful or desirable, to accomplish the purposes herein. The attainment of such purpose may be direct or indirect, and alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature such as, but not limited to: corporations, firms, associations, trusts, institutions, foundations, governmental bureaus, departments or agencies.

L. To exercise all other rights and powers conferred upon corporations formed under the General Non-Profit Corporation Law of the State of Idaho, provided however that the corporation shall not engage in any activities, or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable purpose of this corporation.

M. All of the foregoing purposes and powers shall be exercised exclusively for charitable purposes in such manner that the corporation shall qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1954, and applicable state law provisions as they are currently and shall hereafter be in effect.

#### ARTICLE V

#### ADDITIONAL POWERS

In furtherance of the purposes set forth in Article IV of these Articles of Incorporation:

A. The corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon non-profit corporations organized under and pursuant to the laws of the State of Idaho, including, but not limited to the power to enter into general partnerships, limited partnerships, joint ventures, pools, associations, and other arrangements for carrying on one or more of

the purposes set forth in Article IV herein, whether jointly or in common with others.

B. In addition the corporation may do everything necessary, suitable and proper for the accomplishment of any of it's corporate purposes including, but not limited to; the execution of agreements with the State Developmental Disabilities Council or other appropriate Federal or State governmental agencies or officials; to execute such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing with such agency under the provisions of the State or Federal Developmental Disabilities Act or other applicable legislation, or persons in order to further the purposes set forth in this instrument.

Such agreements, instruments, or undertakings shall remain binding upon the corporation, it's successors and assigns, so long as a mortgage on this corporation's property is insured or held by the State Developmental Disabilities Council or other appropriate agencies or officials.

#### ARTICLE VI

##### NON-PROFIT STATUS

This corporation is not organized for pecuniary profit. It shall not have the power to issue certificates of stock or declare dividends; no part of the dividends or net earnings of this corporation shall be distributable to or paid to any member, director, officer or any other type of person, 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 herein.

The balance, if any, of all money received by the corporation from it's operations, after payment in full, as the same become due, of all of the operating expenses, debts and obligations to the corporation of whatsoever kind or nature, shall be used to make advance payments on any loans owed by the corporation or to provide a lower rental charge to the occupants of the facilities or to provide additional facilities.

## ARTICLE VII

### DISSOLUTION

Upon dissolution of the corporation the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purpose of this corporation, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes and which shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954; or the current Internal Revenue Code applicable at that time as the Board of Directors shall determine; provided however and subject to the above limitations, if any, if such assets have been acquired under a federal grant or a contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official or agency responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes. There shall be no distribution to any member of the corporation.

## ARTICLE VIII

### MEMBERSHIP

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, and the property, voting and other rights and coverages of the members shall be set forth in the By-Laws; provided however that the members of this corporation shall have no liability for dues or assessments.

## ARTICLE IX

### REGISTERED AGENT

The location and address of the initial registered office of the corporation and it's initial registered agent at such street address is as follows:

Vicki Stoddard  
201 "H" Street  
Idaho Falls, Idaho 83402

ARTICLE X  
INCORPORATORS

The name and address of each incorporator and initial member is as follows:

Vicki Stoddard  
201 "H" Street  
Idaho Falls, Idaho 83402

Mildred Mattern  
2065 Bittern Drive  
Idaho Falls, Idaho 83401

Ann Miller  
Rt. 2, Box 13  
Shelley, Idaho 83274

ARTICLE XI  
BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of no fewer than five (5) and no more than eleven (11) members. In the event that the Board of Directors, pursuant to the By-Laws, shall consist of nine (9) or more members, then in lieu of electing the whole number of directors annually, the directors may be divided into two (2) or three (3) classes, each class to be as nearly equal in number as possible with the term of the office of directors of the first class to expire at the first annual meeting of the members after their election; of the second class to expire at the second annual meeting after their election; and of the third class if any to expire after the third annual meeting after their election pursuant to the provisions of 30-316 of the Idaho Code. The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as directors until the first election of directors or until their successors are elected and shall qualify are:

Vicki Stoddard  
201 "H" Street  
Idaho Falls, ID 83402

Ann Miller  
Rt. 2, Box 13  
Shelley, ID 83274

Mildred Mattern  
2065 Bittern Dr.  
Idaho Falls, ID 83401

The management of the corporation will be vested in the Board of Directors and the number qualification and terms of office, manner of election, time, and place of meetings and powers and

duties of the directors shall be as are prescribed by the By-Laws of the corporation; the authority to make By-Laws for the corporation is hereby vested in the initial Board of Directors.

#### ARTICLE XII

##### BY-LAWS

Provisions for the regulation of the internal affairs of this corporation, except as provided in these Articles of Incorporation, shall be determined and fixed by the By-Laws as adopted by the Board of Directors. By-laws of the corporation may be repealed, altered, amended, or new By-Laws adopted by the Board of Directors at any annual or special meeting of the Board of Directors called for that purpose, by a vote of two-thirds (2/3) of the majority of the total membership of the Board.

#### ARTICLE XIII

##### INDEMNIFICATION OF DIRECTORS

Any person, their heirs, executors, administrators, or assigns, made or threatened to be a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, shall be indemnified by the corporation against any and all liability, and the reasonable expenses, including attorneys fees and disbursements, incurred by said person in connection with the defense or settlement of such action, suit, or proceeding, or in any connection of any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, that such director or officer is liable for his or her gross negligence or gross misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this Article.

#### ARTICLE XIV

##### TERMINATION OF THE CORPORATION

The corporation may be terminated and dissolved and will cease to exist upon a vote of a majority of the membership and pursuant to Idaho Statutes. Upon termination the payment of all obligations and disbursement of all assets shall be accomplished pursuant to Article VII hereinabove.

IN WITNESS WHEREOF, the following person acknowledges that she is a resident of the State of Idaho and have joined together with those others herein signed persons to incorporate this corporation as a non-profit corporation.

Vicki Stoddard  
Vicki Stoddard

Mildred Mattern  
Mildred Mattern

Ann Miller  
Ann Miller

STATE OF IDAHO )  
County of Bonneville ) ss.

On this 13<sup>th</sup> day of July, 1984, before me the undersigned, a Notary Public in and for the said state, appeared VICKI STODDARD, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

Jodi Pennock  
Notary Public for Idaho  
Residing at: Ridley  
Commission Expires: 6 8 86

STATE OF IDAHO )  
County of Bonneville ) ss.

On this 13<sup>th</sup> day of July, 1984, before me the undersigned, a Notary Public in and for the said state, appeared, MILDRED MATTERN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

Jodi Pennock  
Notary Public for Idaho  
Residing at: Ridley  
Commission Expires: 6 8 86

STATE OF IDAHO                    )  
  )    ss.  
County of Bonneville        )

On this 11<sup>th</sup> day of July, 1984, before me, the undersigned, a Notary Public in and for the said state, appeared, ANN MILLER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

*Jodi Pinnock*  
Notary Public for Idaho  
Residing at: *Rigby*  
Commission Expires: *6-8-86*