



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**BISHOP KELLY ALUMNI ASSOCIATION, 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 **BISHOP KELLY ALUMNI ASSOCIATION, 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 February 18, 1987.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Seamus M. H.*

Corporation Clerk

ARTICLES OF INCORPORATION  
BISHOP KELLY ALUMNI ASSOCIATION, INC.

'87 FEB 18 AM 9 39

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation with charitable, social, and educational goals, pursuant to Title 30, Chapter 3 of the laws of the State of Idaho in such cases made and provided, and HEREBY AGREE UPON AND ADOPT the following Articles of Incorporation:

ARTICLE I

The name of this corporation is Bishop Kelly Alumni Association, Inc.

ARTICLE II

This corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from alumni and friends of Bishop Kelly High School and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the corporation shall not carry on any other

activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE III

The purposes for which the corporation is formed are as follows:

a. To promote the traditions, culture, historical development, general welfare and best interest of the people of Bishop Kelly High through the continued development, promotion and support of the Bishop Kelly High School in Boise, Idaho.

b. To encourage the high educational, cultural, and social purposes of Bishop Kelly High School by the administration of funds, which may be collected or deposited in our hands for the benefit of said institution;

c. To make grants and award scholarships to deserving young people who may wish to attend Bishop Kelly High because of their outstanding scholastic merit or talent or because of their financial need;

d. To make grants to Bishop Kelly High which, in the opinion of the board of directors of the association will advance its objects;

e. To receive and maintain a fund or funds of real or

personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational purposes herein set forth either directly or by contributing to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.

#### ARTICLE IV

In order to carry out such purpose, the corporation shall have the following powers:

a. To incur indebtedness and in connection therewith to issue bonds, debentures, notes or other evidences of indebtedness and to secure the same in any manner whatsoever;

b. To exercise any and all powers which exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 of the United States (or the corresponding provisions of any future United States Internal Revenue Law) and corporations organized under Title 30, Chapter 3, of the laws of Idaho now or hereafter in existence;

c. To take and hold, directly or indirectly, by bequest, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any real or personal property;

d. To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as in the judgment of the directors, will best promote the purpose of the corporation and

Bishop Kelly High without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the corporation, or any laws applicable thereto;

e. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof but not for the pecuniary profit or financial gain of its directors or officers.

#### ARTICLE V

The corporation expressly notes the existence of the Bishop Kelly Foundation, Inc., a non-profit corporation of the State of Idaho, organized for similar purposes as this corporation. It is intended that this corporation cooperate with the Bishop Kelly Foundation to the end that the common purpose shall be served as efficiently and effectively as possible with duplication of effort being avoided whenever possible.

#### ARTICLE VI

Upon the dissolution of the corporation, after adequately providing for the obligations of the corporation, if any there be, the remaining assets of the corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, education, religious and/or scientific purposes, and which has been established as an exempt organization within the meaning of 8501-C (3) of the United States Internal Revenue Code. The exact distribution of any such funds shall be by simple majority vote of the then serving board of directors.

#### ARTICLE VII

The directors named in these Articles shall cause to be drawn up by-laws for this corporation and that said by-laws shall be accepted by the corporation in the manner provided by law, and said by-laws may hereafter be amended and repealed in the manner provided therein.

#### ARTICLE VIII

The corporation shall have perpetual existence.

#### ARTICLE IX

The corporation is expressly authorized to determine by by-law the number, classes, and qualifications for membership, together with the voting rights and other privileges of members, establish dues and assessments and methods of collection thereof, and to increase or decrease the number of the directors or trustees from time to time by amendment of the by-laws of the corporation, all in accordance and pursuant to the laws of the State of Idaho; however, in no event shall the number of directors or trustees be less than 3 nor more than 100.

#### ARTICLE X

The location of the corporation's initial registered office shall be: 3310 Brampton Way, Boise, Idaho 83706, and the name of the corporation's initial registered agent upon whom all official notices and process may be served at such address is John Thomas Brunelle.

#### ARTICLE XI

The names and street addresses of each incorporator of this corporation are as follows:

<del>Chris Dieter</del>	<del>714 N. 5th</del>	<del>Boise, Idaho</del>
<del>David Dieter</del>	<del>926 N. 8th</del>	<del>Boise, Idaho</del>
Andy Brunelle	3426 Meadow	Boise, Idaho
John Brunelle	3310 Brampton	Boise, Idaho
<del>Ruth Fritz</del>	<del>3610 Meadow</del>	<del>Boise, Idaho</del>
<del>Patty Goodson</del>	<del>8130 Crestwood</del>	<del>Boise, Idaho</del>
<del>Martha Peterson</del>	<del>8112 McMullen</del>	<del>Boise, Idaho</del>
<del>David Skinner</del>	<del>2721 Esquire</del>	<del>Boise, Idaho</del>
<del>Ben Yourea</del>	<del>5355 Waterwheel</del>	<del>Boise, Idaho</del>

#### ARTICLE XII

A duly called meeting of the members of the Bishop Kelly Alumni Association was held at 401 S. 8th St. Suite 201, Boise, Idaho, on February 12, 1987, at the hour of 5 p.m. at which meeting a majority of the members who were present, voted to incorporate said organization and voted for the election of directors of this corporation; notice of the time and place of holding such meeting, incorporation and election was given by mail to each director at least (3) three days prior to the meeting, and also by posting a like notice in a conspicuous place on the building where such election was held for the same length of time immediately preceding such election, said notice being posted at 401 S. 8th Street, on the 3rd day of February, 1987, and remained posted to and including the 12th day of February, 1987.



That at said meeting of the following persons were duly elected directors of this corporation by unanimous vote of the members present at such meeting as follows:

John T. Brunelle	President and Director
3810 Brompton Boise 83706	
Andrew B. Brunelle	Vice President/Treasurer and Director
3426 Meadow Boise 83706	
David R. Skinner	Vice President and Director
2721 Esquire Boise 83705	
Christopher Bieter	Vice President and Director
714 N. 5th Boise 83702	
Ruth Fritz	Secretary
3610 Meadow Boise 83706	
Patty Goodson	Director
8130 Crestwood Boise 83707	
Martha L. Peterson	Director
8112 McMullan Boise 83705	
David H. Bieter	Director
926 N. 8th Boise 83702	
Ben Ysursa	Director
5355 Waterwheel Boise	

### ARTICLE XIII

At the aforesaid meeting, these Articles of Incorporation were by unanimous vote, duly adopted, and said persons so designated as incorporators were duly authorized and directed to execute and file the same for record, and to duly incorporate said corporation for and on behalf of its members according to law.

EXECUTED IN TRIPLICATE ORIGINAL, this 17th day of February, 1987.

 _____ John T. Brunelle
 _____ Andrew B. Brunelle