



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO RESTORATION FOUNDATION, INC.

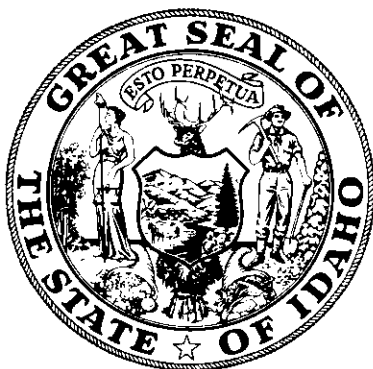
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO RESTORATION FOUNDATION, 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 September 28, _____, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILE

9-28-79

1:31 pm

ARTICLES OF INCORPORATION OF
IDAHO RESTORATION FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10 Title 30, Idaho Code, all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE 1

The name of this corporation shall be the IDAHO RESTORATION FOUNDATION, INC.

ARTICLE 2

The purpose of this corporation shall be to educate present and future generations of Idaho citizens by preserving Idaho's architectural and cultural heritage through acquiring, stabilizing, restoring, or rehabilitating buildings for resale and preservation; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporation of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, and not prohibited for non-profit corporations qualifying under Section 501 (c) (3) United States Internal Revenue Code, but not for pecuniary profit. The Society is organized exclusively for charitable, educational, and scientific purposes that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE 3

This corporation shall have perpetual existence.

ARTICLE 4

Qualifications of members shall be provided in By-laws of the corporation. A membership certificate shall be issued to each member. The rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other members, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out and to attain the objectives of this corporation.

ARTICLE 5

The number of directors of this corporation shall be not less than five nor more than thirty, each of whom shall be member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors shall be prescribed in the By-laws of the corporation. The board of directors shall have power to conduct all of the affairs of the corporation.

The officers of this corporation shall be a president, vice-president, secretary, and treasurer, and such other officers as the board of directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-laws of the corporation. Officers shall be chosen by and shall hold office during the pleasure of the board of directors.

ARTICLE 6

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-laws of the corporation.

ARTICLE 7

Notwithstanding any term or provision of any article hereof, this corporation is organized and shall be operated exclusively for religious, charitable, scientific testing for public safety, literary or educational purposes, and not part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, and the purposes of this corporation and the authorized activities of this corporation shall be limited to those specifically stated in this article, it being intended that the powers and purposes of this corporation be limited to those exclusively described in this article so that this corporation may enjoy exemption from taxation as an exempt organization under Internal Revenue Code 501 (c) (3) and more specifically so that this corporation qualifies as an exempt organization under the provisions of said Section 501 (c) (3), this corporation being organized solely for non-profitable purposes and more specifically for the non-profitable purpose of education through preservation of Idaho's architectural and cultural heritage through acquiring, stabilizing, restoring, or rehabilitating buildings for resale and preservation, and engaging in acts incidental thereto, said purpose being in the promotion of social welfare, being non-profitable, and this corporation being organized and operated exclusively as herein stated. This corporation may engage in activities incidental to the purposes herein stated and in furtherance of those purposes may perform such acts and engage in such activities as are incidental hereto. This article shall be deemed to be a limitation upon the extent of activities that this corporation may engage in, and, except to the extent such activities are restricted or modified by the terms of this article, this corporation may perform all other acts described in all other articles of these Articles of Incorporation unless such acts are restricted, prohibited, or modified by the terms of this article.

ARTICLE 8

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that assets or property may be transferred only to a non-profit corporation or an agency of Government operated exclusively for charitable, educational, or scientific purposes as at that time qualify as an exempt organization under Section 501 (c) (3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the directors shall determine, and having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9

These articles may be amended after 10 days written notice to all members, by a majority of the members voting at a regular meeting or at a special meeting called to consider amendments.

ARTICLE 10

The registered office of this corporation is at 610 North Julia Davis Drive, Boise, Idaho. Managing agent in Idaho:

Merle W. Wells
State Historic Preservation Officer

Original directors: Ernest J. Lombard, 1031 Strawberry, Boise, ID 83706; Roger Slade, 317 E. 1st St., Moscow, ID 83843; and Merlin Young, 119 S. Walnut St., Boise, ID 83702.

The names and addresses of the incorporators :

Bill F. Payne, 1308 Warm Springs Ave., Boise, ID 83702

Guy G. Hurlbutt, 1301 S. Owhyee, Boise, ID 83705

Charles F. Hummel, 1324 W. Idaho St., Boise, ID 83706

Ron J. Twilegar, 1205 N. 11th St., Boise, ID 83706

Jerry L. Glenn, 594 Gemini, Rexburg, ID 83440

Marcus Ware, 1219 Idaho St., Lewiston, ID 83501

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and caused this instrument to be executed in triplicate this 28th day of September, 1979.

Bill F. Payne
Guy G. Hurlbutt
Charles F. Hummel
Ron J. Twilegar
Jerry L. Glenn
Marcus Ware