



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**IDAHO PSYCHOLOGICAL ASSOCIATION, INC.**

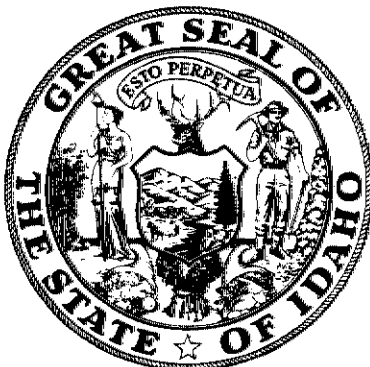
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**IDAHO PSYCHOLOGICAL 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 March 7, 1986.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

**ARTICLES OF INCORPORATION  
OF  
IDAHO PSYCHOLOGICAL ASSOCIATION, INC.**

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SECRETARY OF STATE

**ARTICLE I**

The name of this corporation is IDAHO PSYCHOLOGICAL ASSOCIATION, INC.

**ARTICLE II**

The corporation is a nonprofit corporation under the provisions of Chapter 3, Title 30, Idaho Code and all other laws of the State of Idaho pertaining thereto.

**ARTICLE III**

The term for which this corporation shall exist is perpetual.

**ARTICLE IV**

The objectives and purposes for which this corporation is formed shall be as follows:

1. To advance psychology as a science, as a profession and as a means of promoting human welfare in the State of Idaho.
2. To protect the public welfare by cooperating with agencies and state organizations and professions on problems of common concern.
3. To unite all qualified psychologists in the State of Idaho in one organization. To advance and improve the professional, social, business and economic interests of psychologists.
4. To promote high standards of psychology education.
5. To provide representation for the psychology profession in legislative matters.
6. To cultivate public appreciation of the work of psychologists through improved public relations.
7. To develop a civic consciousness by members of the psychology profession.
8. To promote high standards of professional and ethical conduct in the field of psychology.

9. To hold title, legal or equitable, to property for any purpose incidental to the powers of the corporation, and to sell or encumber any such property, real or personal.

10. To enter into such contracts and to incur such obligations as are consistent with its powers, objectives and purposes.

11. To receive and expend funds for any purpose for which this corporation is formed.

12. It is intended that this corporation shall qualify as a business league, exempt from taxation and particularly Federal Income Taxation under §501(c)(6), Internal Revenue Code of 1954, and any amendments thereto.

13. Notwithstanding any term or provision of any article hereof, the corporation is organized and shall be operated exclusively as a business league, as permitted under §501(c)(6), Internal Revenue Code of 1954, and any amendments thereto. No part of the net earnings of the corporation shall inure to the benefit of any private member or individual. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or participate in grassroots lobbying, and no substantial part of its activities shall constitute the carrying on of propaganda or otherwise attempting to influence legislation that is not of a direct business interest to the corporation or its members. The purposes of the corporation shall be limited to those set forth in this Article IV of these Articles of Incorporation, so that the corporation may enjoy exemption from taxation as an exempt organization under §501(c)(6). Idaho Psychological Association, Inc. is organized solely for non-profitable purposes and more specifically for the non-profitable purpose of a business league, with the incidental purposes hereto described in this Article IV, and the corporation being organized and operated exclusively as herein stated. The corporation may perform all other acts described in all other articles of these Articles unless such acts are restricted, prohibited or modified by the terms of this Article IV, Section 13.

14. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the purposes of this corporation, and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation. Notwithstanding any other provisions of these articles, the organization shall not carry on any activities not permitted by an organization exempt from Federal Income Tax under §501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

15. Upon the dissolution of the corporation, the officers shall, after paying or making provision for the payment of all of the liabilities-

ties of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which shall at the time qualify as an exempt organization or organizations under §501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and in such manner as the officers shall determine. 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.

16. It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objectives and powers, and the foregoing inuration shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objectives hereinabove enumerated, or incidental to the purposes and objectives hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, and particularly under Chapter 3, Title 30, Idaho Code, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not permitted organizations exempt under §501(c)(6), Internal Revenue Code of 1954.

#### ARTICLE V

The corporation shall have members. There shall be three (3) classes of members, said classes to be designated as "Fellows", "Members" and "Associates". "Fellows" and "Members" shall each be entitled to one vote per member; "Associates" shall not have any voting rights. The rights and requirements for membership of each class and the procedure for election to membership shall be as provided in the Bylaws. Membership rights shall be evidenced by a membership roster. Membership is not transferable.

Assessments (dues) may be levied on all members and classes of members, which assessments (dues) shall not be the same for each class. The procedure for establishing the amount of such assessment (dues) and the method of collection thereof shall be as set forth in the Bylaws.

#### ARTICLE VI

The members shall elect the officers of the corporation who shall comprise the Board of Directors. The Board of Directors shall manage the affairs of the corporation. The number, qualification, term of office, manner of election and the time and place of calling officers meetings shall be prescribed in the Bylaws.

## ARTICLE VII

An annual meeting of the membership of the corporation shall be held upon the date provided in the Bylaws.

## ARTICLE VIII

The initial registered office of the corporation is at 1471 Shoreline Drive, Suite 123, Boise, Idaho 83702. The initial registered agent of the corporation at such address is Susan P. Hayden.

## ARTICLE IX

The name and address of the principal organizer is Susan P. Hayden, 1471 Shoreline Drive, Suite 123, Boise, Idaho 83702.

## ARTICLE X

The names and street addresses of the/initial directors and incorporators are as follows:

- |                       |   |
|-----------------------|---|
| 1. Susan P. Hayden    | 1471 Shoreline Drive, Suite 123<br>Boise, Idaho 83702 |
| 2. Christine Pickford | 515 W. Hays<br>Boise, Idaho 83702                     |
| 3. Craig Beaver       | 1055 Curtis Road<br>Boise, Idaho 83705                |

## ARTICLE XI

The members, officers or directors of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5th day of March, 1986.

Susan P. Hayden  
Susan P. Hayden


Christine Pickford  
Christine Pickford

Craig W. Beaver  
Craig Beaver

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 5 day of March, 1986, before me, the undersigned, a Notary Public for said state, personally appeared SUSAN P. HAYDEN, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

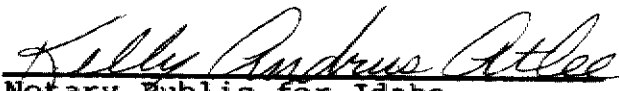
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 6-24-87

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 6 day of March, 1986, before me, the undersigned, a Notary Public for said state, personally appeared CHRISTINE PICKFORD, known to me to be the person whose name is subscribed to the within and foregoing 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 first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 6-13-87

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 6 day of March, 1986, before me, the undersigned, a Notary Public for said state, personally appeared CRAIG BEAVER, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 6-24-87

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