

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

THE UNITED CEREBRAL PALSY OF SOUTHWEST IDAHO, INC.

was filed in the office of the Secretary of State on the **Fourteenth** day of **December** A. D. One Thousand Nine Hundred **Fifty-four** and is duly recorded on Film No. **88** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**, and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set
my hand and affixed the Great Seal of the State.
Done at Boise City, the Capital of Idaho, this
14th day of **December**,
A. D., 19 **54**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
UNITED CEREBRAL PALSY OF SOUTHWEST IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and Citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the laws of the State of Idaho, do hereby associate themselves, together with such other persons as they may associate themselves and their successors, and for the purpose or incorporation, certify as follows:

FIRST

The name of the Corporation is: The United Cerebral Palsy of Southwest Idaho, INC.

SECOND

The exclusive purposes for which this corporation is formed and operated are:

(a) To promote the general welfare of persons handicapped with cerebral palsy;

(b) To establish and operate diagnostic and treatment centers for the care of cerebral palsied;

(c) To plan, promote and assist in the establishment, maintenance and operation of training centers or clinics for the educational, social and physical betterment of such persons;

(d) To aid in research for the prevention and treatment of cerebral palsy whenever possible;

(e) To sponsor a campaign of education whereby the general public will be apprised of the problems and needs of such persons;

(f) To initiate and foster State and Local action for the benefit of such persons;

(g) To conduct a clearing house of information which may be of particular value and interest to such persons, their parents and friends;

(h) To receive and maintain a fund or funds and apply the income and principal thereof in accord with the before set forth purposes;

(i) To assist public charitable or educational institutions, whether supported wholly or in part by private endowment or donations or by public taxation; and

(j) To generally take any action which will promote any and all of the foregoing purposes.

No provision of this Article Second shall be amended without the unanimous consent of the members and Board of Directors of this corporation.

THIRD

The corporation shall have the following powers:

(a) To do all such acts as are necessary or convenient to attain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation, and, without limiting the generality of the foregoing, the corporation shall have the power:

(1) 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 property, real or personal, without limitation as to amount or value;

(2) To sell, convey, mortgage, grant, assign, lease or otherwise for any of its purposes, any property, real or personal, without limitation as to amount or value;

(3) To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, notes and other evidence of indebtedness, and for the purpose of securing indebtedness or contracts can assign, deliver, convey, mortgage or pledge any property, real or personal without limitation as to amount or value, for any of its purposes: To buy, sell, trade and deal in, stocks, bonds and securities of every nature, and commodities of every nature, and contracts for the future delivery of commodities of every nature, on margin or otherwise; and, in connection therewith, to borrow money and to pledge any and all stocks, bonds, securities, commodities and contracts for the future delivery thereof.

(4) To solicit, collect and receive moneys from public authority or private donors for use for any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any.

(5) To invest and reinvest any principal, and deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote its purposes; The power of investment and reinvestment shall not be subject to the trust principal prohibiting the mingling of assets from various donor's gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

FOURTH

The powers of this corporation shall include express and such powers as are clearly implied from the exclusive purposes hereinabove set forth.

FIFTH

In no event shall the income or assets of this corporation be distributed to or inure to the benefit of any

member, director or officer of this corporation, either directly or indirectly. In the event of dissolution or winding up of the corporation, except upon merger with a corporation with similar purposes, the assets shall be distributed for any of the purposes set forth in Article Second hereof to such non-profit corporations or institutions organized and operated exclusively for such purpose as may be designated by the Board of Directors. No provision of this Article Fifth shall be amended without the unanimous consent of the members and Board of Directors of this corporation.

SIXTH

The corporation is to have perpetual existence.

SEVENTH

The location and post office address of the registered office of the corporation is Boise, Ada County, Idaho.

EIGHTH

The names and post office addresses of the incorporating members and persons who are to act in the capacity of directors until the selection of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles E. Link	Boise, Idaho
L. J. Peterson	Boise, Idaho
J. Russell Penny	Boise, Idaho
Marcell Learned	Boise, Idaho
Miss Christine Kline	Boise, Idaho

NINTH

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of directors of the corporation shall not be less than five nor more than twenty-five.

TENTH

The private property of the directors or members of

the corporation shall not be subject to the payment of corporate debts to any extent whatever.

ELEVENTH

THE AUTHORIZED NUMBER AND QUALIFICATIONS OF MEMBERS OF this corporation, the different classes of membership, if any, voting and other rights and privileges of each class of membership and the liability of each and all classes of members to dues or assessments, if any, and the method of collection thereof, shall be as may be set forth in the By-Laws of the corporation.

TWELFTH

That on the 9th day of November, 1954, an election was held by The United Cerebral Palsy of Southwest Idaho for the election of a board of directors in conformity with Chapter 11, Title 30, Idaho Code, which meeting was held at 517 Idaho Building, Boise, Ada County, Idaho, and that at said meeting all of the members of such association were present and voted in such election, and as a result thereof, the following were unanimously elected members of the board of directors:

Charles E. Link, President and director,
L. J. Peterson, First Vice-President and
director,
J. Russell Penny, Second Vice-President
and director,
Marcell Learned, Treasurer and director,
Christine Kline, Secretary and director.

That Charles E. Link was the presiding officer at such meeting and Christine Kline was secretary thereof; that notice of the time and place of holding such election was given as required by Section 30-1102, Idaho Code, both by publication and posting as therein required and proof of such publication and posting are of record in the minutes of the meeting so held.

That Charles E. Link, presiding officer of said meeting and Christine Kline, secretary of said meeting, do hereby affix their hands and seals in verification of the facts

hereinabove set forth.

Charles E. Link (SEAL)
Presiding Officer and
President

+ Christine H. Kline (SEAL)
Secretary and Director

STATE OF IDAHO)
County of Ada } ss.

Charles E. Link and Christine Kline, duly sworn,
depose that they are respectively President and Secretary of
The United Cerebral Palsy of Southwest Idaho; that they exe-
cuted the above and foregoing; have read and know the contents
thereof and verify the same as true.

Charles E. Link
Christine H. Kline

SUBSCRIBED and SWORN to before me, a Notary Public in
and for the State of Idaho, this 17 day of November, 1954.

+ Christine H. Kline
Notary Public, residing at
Boise, Idaho.

THIRTEENTH

The Board of Directors is expressly authorized to
repeal and amend the By-Laws of the corporation and to adopt
new By-Laws, except to such extent as may be limited herein.

No contract or other transaction between the cor-
poration and any other corporation and no act of the corporation
shall in any way be affected or invalidated by the fact that
any of the directors of the corporation are pecuniarily or
otherwise interested in, or are directors or officers of, such
other corporation; any director individually, or any firm of
which any director may be a member, may be a part to, or may be
pecuniarily or otherwise interested in, any contract or

transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction as may any other director. Provided, however, this Fourteenth Article is to be construed to allow the corporation to have the advantage of the financial, business and social contracts and positions of the directors with the only measure of the propriety of any such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 17 day of November, 1954.

Charles E. Link
L. J. Peterson
J. R. Penny
Marcell Learned
Christine K. Kline

STATE OF IDAHO)
 County of Ada) ss.

On this 17 day of November, in the year 1954, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLES E. LINK, L. J. PETERSON, J. RUSSELL PENNY, MARCELL LEARNED, and CHRISTINE KLINE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were citizens of the United States and over the age of twenty-one years.

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

[Signature]
 Notary Public for Idaho
 Residence: Boise, Idaho