

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

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WOOD RIVER FRATERNAL ORDER OF POLICE LODGE NO. 30, INC. SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a nonprofit corporation (the "Corporation") organized under and pursuant to the *Idaho Nonprofit Corporation Act*, Chapter 3, Title 30, *Idaho Code* (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1. NAME.

The name of the Corporation is: Wood River Fraternal Order of Police Lodge No. 30, Inc.

ARTICLE 2. TYPE OF NONPROFIT CORPORATION.

The Corporation is a fraternal beneficiary order or similar organization within the meaning of Section 501(c)(8) of the *Internal Revenue Code* of 1986, as amended from time to time, and exempt from taxation pursuant to Section 501(a) of the *Internal Revenue Code* of 1986, as amended from time to time. An *Internal Revenue Service Letter of Determination* reflecting this status is attached as Exhibit A.

ARTICLE 3. PURPOSE.

The Corporation is organized and shall be operated exclusively for purposes permitted by Section 501(c)(8) of the *Internal Revenue Code* of 1986, as amended from time to time, or the corresponding provisions of any future federal tax laws. The Corporation is authorized to exercise all powers granted by law necessary and proper to carry out the foregoing purpose, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE 4. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons 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 in these Articles of Incorporation. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(8) of the *Internal Revenue Code of 1986*, as amended, or the corresponding provisions of any future federal tax laws, and (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code of 1986*, as amended, or the corresponding provisions of any future federal tax laws. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under Section 501(h) of the *Internal Revenue Code of 1986*, as amended, or the corresponding provisions of any future federal tax laws, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5. INITIAL MEMBERS OF THE BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors in accordance with the Corporation's Bylaws, as may be amended from time to time. The names and addresses of the persons constituting the initial members of the Corporation's Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Corey Weatherly	P.O. Box 1048 Hailey, Idaho 83333
Connie Burrell	P.O. Box 1048 Hailey, Idaho 83333
Shelly Pharis	P.O. Box 1048 Hailey, Idaho 83333
Mark Dalton	P.O. Box 1048 Hailey, Idaho 83333
Larry Clark	P.O. Box 1048 Hailey, Idaho 83333

ARTICLE 6. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The qualification of members shall be as set forth in the Bylaws.

ARTICLE 7. REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Hailey, County of Blaine, State of Idaho. The address of the initial registered office is 2250 Winter Haven Hailey, Idaho 83333. The name of the initial registered agent at this address is Corey Weatherly.

ARTICLE 8. INCORPORATOR.

The Corporation's Incorporator is Corey Weatherly, whose street address is 2250 Winter Haven, Hailey, Id 83333.

ARTICLE 9. DISTRIBUTION ON DISSOLUTION.

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the Corporation, the remaining assets of the Corporation shall be distributed consistent with the purposes of the Corporation's Constitution.

ARTICLE 10. LIMITATION ON LIABILITY.

No director or officer of the Corporation shall be personally liable to the Corporation or for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE 11. INDEMNIFICATION.

No director or officer shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a director or officer for:

- (a) Any breach of the director's or officer's duty of loyalty to the corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the director or officer derived an improper personal benefit; or

(e) Any act or omission in violation of the Act, or the corresponding provisions of any future Idaho nonprofit corporation law.

DATED: September 24th, 2006.

INCORPORATOR

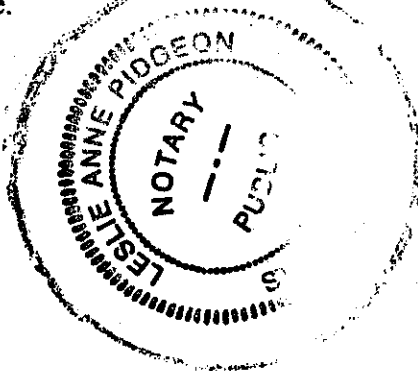
[Signature]
Corey Weatherly

STATE OF IDAHO)

County of Ada)

) ss.

I, Leslie Anne Pidgeon, Notary Public, do hereby certify that on this 24th day of September, 2006, Corey Weatherly personally appeared before me, who being first duly sworn, declared that he was the person who signed the foregoing document on behalf of said corporation, as incorporator, and that the statements therein contained are true.



[Signature]
NOTARY PUBLIC FOR IDAHO

Residing at Blaine
My Commission Expires:

Internal Revenue Service
District Director

Department of the Treasury

P. O. Box 2508
Cincinnati, OH 45201

Date: November 16, 1989

Person to Contact:

Joseph Russo

Telephone Number:

513-684-3957

Refer Reply to:

EP/EO Taxpayer Assistance

Fraternal Order of Police
National Headquarters
Attn: Charles R. Orms
2100 Gardiner Lane
Louisville, KY 40205

Dear Sir or Madam:

This is in response to your letter of November 14, 1989, requesting an updated determination letter.

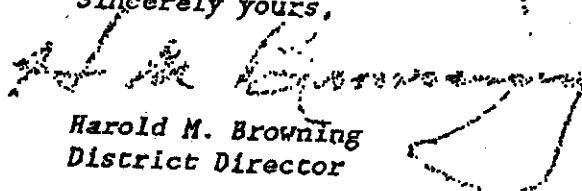
Our records indicate that your organization was recognized as exempt from Federal income tax on October 27, 1952, under section 101(3) of the Internal Revenue Code of 1939 which now corresponds with section 501(c)(8) of the Internal Revenue Code of 1986.

This classification was based on the assumption that your operations would continue as stated in the application. If your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. Also, you should inform us of all changes in your name or address.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Harold M. Browning
District Director

**ARTICLES OF INCORPORATION
NON-PROFIT
WOOD RIVER FRATERNAL ORDER OF POLICE
LODGE 30, INC.**