



CERTIFICATE OF INCORPORATION
OF

LIONS CLUB OF McCALL, INC.

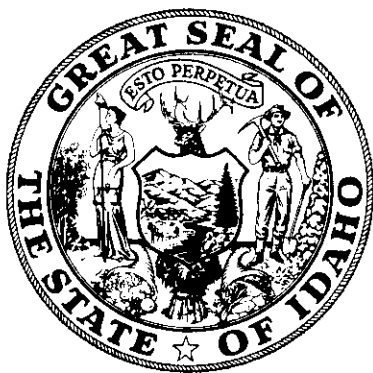
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LIONS CLUB OF McCALL, 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 August 20, _____, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION JUL 23 AM 8 32

OF

LIONS CLUB OF McCALL, Inc. SECRETARY OF STATE

KNOWN ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are citizens, and residents of the United States of America, and over the age of 18 years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a non-profit corporation, under and pursuant to Idaho Code, Title 30, Chapter 1, and Idaho Code Section 30-112(a) and we do hereby certify:

ARTICLE I

The name of this corporation shall be LIONS CLUB OF McCALL, INC.

ARTICLE II

Duration: The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

Location: The location of the registered office of the corporation shall be in McCall, County of Valley, State of Idaho and the address of the registered office of this corporation shall be P. O. Box 1285, McCall, Idaho 83638, or such other address as may be established by members hereof.

ARTICLE IV

Purposes: The purpose for which this corporation is formed are exclusively those permitted by Section 501(c)(3) of the Internal Revenue Code of 1954 and consist of the following:

A. The specific and primary purposes are:

- (1) To provide aid, assistance and services, financial and otherwise, to those persons or organizations in need.
- (2) To collect and distribute information useful in rendering aid, assistance service and treatment to those persons or organizations who desire, request or need assistance from LIONS CLUB OF MCCALL, INC.
- (3) To do any and all lawful activities which may be necessary,

useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies of any kind whatsoever.

B. In furtherance, but not in limitation of the foregoing specific and primary purposes, the corporation shall have the following general powers:

(1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any securities, money, property, rights or services so acquired for the purposes above mentioned.

(2) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes and other corporate obligations, for moneys borrowed, or in payment for any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the corporation;

(3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible.

(4) To exercise all other rights and powers conferred upon corporation law of the State of Idaho, provided however, that the corporation shall not engage in any activities or exercise any powers, implying those specifically mentioned herein, that are not in furtherance of the specific and primary purposes of the corporation.

ARTICLE V

Declaration of Exempt Status. All of the purposes and powers in Article IV shall be exercised exclusively for charitable and educational purposes in such a manner that this corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1954, Section 501(c)(3), as it currently and shall hereafter be in force and effect.

This corporation has not been formed for pecuniary profit or financial gain. No part of the assets or income of this corporation is distributable or inures to the benefit of its directors, officers and/or members, except to the extent permitted by law. No substantial part of the activities of this corporation shall be the carrying on of propaganda, lobbying, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publishing or distribution of statements or endorsements.

Notwithstanding, any of the other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under the Internal Revenue Code of 1954 Section 501(c)(3), as it currently and shall hereafter be in force and effect, nor that which would jeopardize corporation contributions which are deductible under the Internal Revenue Code of 1954 Section 170 (a)(2), as it currently and shall hereafter be in force and effect.

ARTICLE VI

Membership. The number and qualification of members, the terms and conditions of membership, and the liability for fees for admission and/or dues or assessments for members shall be as set forth in the By-Laws of this corporation. No member shall have or acquire a greater interest in this corporation than any other member, and the voting power and rights of the members of this corporation shall be equal. Any member who shall fail to comply with the requirements of the By-Laws, or the rules and regulations made pursuant thereto shall, if the membership by a majority vote so determines, forfeit his membership and any and all rights and interest in this corporation. Each member shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation shall be entitled to a vote at a meeting of the members.

ARTICLE VII

Certificates of Membership. There shall be no capital stock in this corporation, but there shall be issued membership certificates to each member hereof who is in good standing in accordance with the criteria therefor set forth in the By-Laws, or the rules and regulations thereunder, which certificates will be non-transferable, except by a majority resolution of the membership and under such regulations and rules as the By-Laws may prescribe.

ARTICLE VIII

Liability. The officers, directors and/or members of this corporation shall not be individually liable for the corporation's debts or other liabilities of any kind whatsoever. The private property of any member of the corporation shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the corporation.

Any person (and the heirs, executors and administrators of such persons) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, Officer or member of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which shall be adjudged in such action, suit or proceeding that such Director, Officer or member is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer or member (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IX

Rights upon Dissolution. In the event of dissolution, except upon merger with a corporation with similar purposes, the assets shall be distributed to such educational or charitable organizations designated by the membership, provided that such organizations then qualify under the provisions of the Internal Revenue Code of 1954, section 501(c)(3), and its regulations as they now exist or as they may hereafter be amended. In no event shall any income or assets of this corporation, either directly or indirectly, be distributed to or inure to the benefit of any members, director and/or officer of this corporation, either directly or indirectly, other than as bona fide expenses incurred in carrying out the directions of the board of directors, officers and/or membership hereof to further the purposes of this corporation.

However, where any of such income or assets were acquired or obtained under a governmental grant or contract, the disposition thereof will be in accordance with said grant or contract or the written instructions of the government official responsible for said grant or contract.

ARTICLE X

Board of Directors. Control and management of the affairs of this corporation shall be vested in a Board of Directors. The number of directors, manner of election and term of office shall be specified in the By-Laws, and such number may, from time to time, be increased or decreased in such manner as may be prescribed by the By-Laws.

The Board of Directors is expressly not authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a majority vote of the members, represented in person at a regular meeting of the members or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provided.

REGISTERED OFFICE: LIONS CLUB OF McCALL, INC.

Post Office Box 1285

McCall, Idaho 83638

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SECRETARY OF
STATE

REGISTERED AGENT: DALE DeFRANCESCO

Post Office Box 1285

McCall, Idaho 83638

INCORPORATORS AND INITIAL DIRECTORS.

Dale DeFrancesco, President

P. O. Box 33

McCall, Idaho 83638

Daniel L. Cantrell, 1st Vice Pres.

P. O. Box 728

McCall, Idaho 83638

Robert Coats, 2nd Vice Pres.

P. O. Box 758

McCall, Idaho 83638

Sidney Freeburg, Treasurer

P. O. Box 212

McCall, Idaho 83638

Allen Smith, Secretary

P. O. Box 532

McCall, Idaho 83638

ACKNOWLEDGEMENT

STATE OF IDAHO }
County of Valley)

ss.

On this 22nd day of July, 1980, before me the

undersigned, Notary Public in and for the said State, personally appeared:

Ralph De Francesco
President

Robert Loats
2nd Vice President

Sidney Schaubert
Treasurer

Don A. Bates
Member

Charles P. Huska
Member

Norman E. Ballan
Member

Robert J. Beaulieu
Member

Paul E. Loaf
Member

Richard E. Huska
Member

Barbara J. Long
Member

Carl Whiteaker
Member

Samuel F. Corbett
1st Vice President

William D. Smith
Secretary

James L. Michael
Member

Vernon W. Ross
Member

Member

Member

Member

Member

Member

Member

Member

Member

Known to me to be the persons whose names are subscribed to the foregoing First Amended Articles, and acknowledged to me that they executed the same.

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

[Signature]
Notary Public, in and for said
County and State
Residing in McCall, Idaho

IN WITNESS WHEREOF, the incorporators of this non-profit corporation
have hereunto set their hands and seals this _____ day of
_____, 1980.

Dale H. DeFrancesco
President

Robert Coats
2nd Vice President

Sidney Stenberg
Treasurer

John P. Bates
Member

James P. Hinkle
Member

James R. Bollen
Member

Robert J. Gumbert
Member

Reese E. Leaf
Member

Richard C. Renshaw
Member

Earl J. [unclear]
Member

Carl [unclear]
Member

Francis J. Hickey
Member

Vernon H. Hoss
Member

Member

Member

Member

Donald J. [unclear]
1st Vice President

Allen [unclear]
Secretary

Member

Member

Member

Member

Member

Member

Member

Member

Member

Member

Member

Member

Member

Member