



CERTIFICATE OF INCORPORATION
OF

BURLEY ELKS HOME ASSOCIATION, INC.

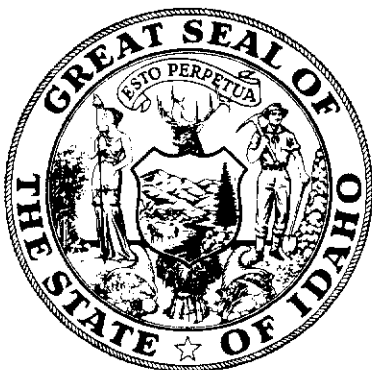
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BURLEY ELKS HOME 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 January 14, 1985.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BURLEY ELKS HOME ASSOCIATION, INC.

Pursuant to the provisions of Title 30, Chapter 3, of the Idaho Non-Profit Corporation Act, the undersigned, acting as incorporators of a corporation adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is BURLEY ELKS HOME ASSOCIATION, INC.

2. NON-PROFIT CORPORATION: The corporation is organized as a non-profit corporation and under the laws of the State of Idaho and Section 501(c)(2) of the Internal Revenue Code. The corporation will not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 of the Internal Revenue Code.

3. DURATION: The duration of the corporation is perpetual.

4. PURPOSES: The purpose or purposes for which the corporation is organized are:

4.1. To promote and further the interest of Elksdom in the jurisdiction of Burley Lodge, No. 1384, of the Benevolent and Protective Order of Elks of the United States of America, and to that end to provide and maintain an Elks Home or Club in the City of Burley, County of Cassia, State of Idaho.

4.2. To acquire by purchase, gift, grant, demise, lease or otherwise, both real and personal property, necessary and convenient for the carrying out of the fraternal, benevolent and

1 social purposes of this corporation, and to own, hold, use, lease,
2 enjoy, and to sell, exchange or otherwise dispose of the same, in
3 such manner as it may determine;

4 4.3. To erect, cause to be erected, or to purchase,
5 furnish, and maintain an Elks Home or Club in the City of Burley,
6 County of Cassia, State of Idaho, with suitable lodge rooms and
7 appurtenances and club rooms and equipment, for the use and
8 accommodation of such corporation and its members or for such
9 other purposes as it may determine, and to lease or rent the same
10 or any part thereof;

11 4.4. To borrow money for the carrying out of these
12 purposes, and to issue notes, bonds, debentures, mortgages or
13 other evidence of indebtedness, in such form and in such amounts
14 as it may deem advisable or expedient, and to secure the payment of
15 such indebtedness when, how and as it shall determine.

16 5. REGISTERED OFFICE AND REGISTERED AGENT: The
17 registered office of the corporation is 1340 Oakley Avenue, Burley,
18 Idaho, 83318. The name of the Registered Agent is Dennis Bolton,
19 whose address is 1340 Oakley Avenue, Burley, Idaho 83318.

20 6. MEMBERSHIP: This is a membership corporation and
21 there is no capital stock, but all members of Burley Lodge, No.
22 1384, of the Benevolent and Protective Order of Elks of the United
23 State of America, who are in good standing, shall, by virtue of
24 such membership, be members of this corporation. All members
25 shall have one (1) vote.

26 7. BOARD OF DIRECTORS: The number of directors of the

1 corporation shall be five (5). The directors constituting the
2 first Board of Directors are:

3	Elwood M. Rich	333 W. 20th Burley, Idaho 83318
4	William Parsons	Box 910, Burley, Idaho 83318
5	William Beck	Route 4 - Box 4049 Burley, Idaho 83318
6	C. M. Manning	2213 Conant Drive Burley, Idaho 83318
7	Gary Asson	612 Birch Drive Burley, Idaho 83318

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11 The term of office of the directors shall be fixed by the By-Laws.

12 A change in the number of directors shall be made only by an

13 Amendment to the Articles of Incorporation.

14 8. CAPITAL STOCK: This corporation shall have no capital
15 stock.

16 9. DISTRIBUTION ON LIQUIDATION OR DISSOLUTION: In the
17 event of the dissolution of this corporation at any time for any
18 reason, all of the funds, properties, and assets of the corporation
19 shall be contributed to the Benevolent and Protective Order of
20 Elks of the United States of America, if at that time such
21 organization is wholly of a public and non-profit nature, is
22 organized and operated exclusively for fraternal purposes that
23 qualifies and is an exempt organization under Section 501, of the
24 Internal Revenue Code of 1954 (or the corresponding provision of
25 any future Internal Revenue Law). If the foregoing organization
26 is not eligible to receive the funds under the restrictions

1 provided in the preceeding sentence, all of the assets of the
2 corporation shall instead be given or contributed to any one or
3 more of other corporations, associations, entities, or institutions
4 which are wholly of a public and non-profit nature, which are
5 organized and operated exclusively for fraternal or charitable
6 purposes and which shall at the time qualify as exempt organizations
7 under the applicable Internal Revenue Code and such contributions
8 shall be made to such corporations, associations, entities, or
9 institution as may be determined by the Board of Directors. No
10 director or incorporator of this corporation or any person
11 associated with it shall derive or receive any financial or
12 pecuniary gain or profit from dissolution, liquidation, winding
13 up, or otherwise.

14 10. OFFICERS: The directors shall elect from its
15 members a President, and a Vice President, and may elect a
16 Secretary-Treasurer from its members or, outside of its members.

17 DATED this 31 day of December, 1984.

18 Edward M. Rich
19 W. H. Manning
20 W. H. Manning
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