



**CERTIFICATE OF INCORPORATION
OF**

KIWANIS CLUB OF SHELLEY, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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 22, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Clayton M. Gabala*

ARTICLES OF INCORPORATION

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SEC. OF STATE

OF

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KIWANIS CLUB OF SHELLEY, INC.

The undersigned, acting as incorporators of a nonprofit corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the nonprofit corporation, the subject of these Articles of Incorporation, is KIWANIS CLUB OF SHELLEY, INC.

ARTICLE II.

The corporation, the subject of Article I above, is a nonprofit corporation incorporated under Section 30-301 of the Idaho Code, as a nonprofit organization, and is a not-for-profit organization that is group exempt from payment of federal income taxes under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE III.

PERIOD OF DURATION

The period of its duration is perpetual.

ARTICLE IV.

PURPOSE OR PURPOSES OF CORPORATION

The purposes of this corporation are:

- (a) To give primacy to the human and spiritual rather than to the material values of life.

(b) To encourage the daily living of the Golden Rule in all human relationships.

(c) To promote the adoption and the application of higher social, business, and professional standards.

(d) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.

(e) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.

(f) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

(g) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Shelley, and its members.

(h) To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE V.

MEMBERS

The membership of this corporation shall consist of the individuals elected to membership in the KIWANIS CLUB OF SHELLEY, INC.

ARTICLE VI.

MANAGEMENT OF ITS AFFAIRS

The management of the affairs of the KIWANIS CLUB OF SHELLEY, INC., shall be vested in its members pursuant to Section 30-314(c), Idaho Code.

ARTICLE VII.

ADDRESS AND REGISTERED AGENT

The initial registered office of the corporation is 410 North Park, Shelley, Idaho 83274, and its initial registered agent is Merlin J. Price, whose address is 410 North Park, Shelley, Idaho 83274.

ARTICLE VIII.

NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the directors constituting the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Vearle K. Frandsen	174 North State Shelley, ID 83274
Merlyn D. Jolley	197 West Locust Shelley, ID 83274
Steven F. Nielsen	838 East 1415 North Shelley, ID 83274
Kenneth M. Myers	131 South Holmes Shelley, ID 83274
Lawanna Page	201 West Pine P.O. Box W Shelley, ID 83274
Alan Dial	115 South Emerson Shelley, ID 83274

ARTICLE IX.

THE NAME AND ADDRESS OF INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Call	528 River Road Firth, ID 83236
Ralph Berenger	427 Brentway Shelley, ID 83274
Merlin J. Price	410 North Park Shelley, ID 83274

ARTICLE X.

THE NAME AND ADDRESS OF OFFICERS

The initial officers of the corporation consist of the following:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Michael Call	528 River Road Firth, ID 83236
First Vice President	Gary L. Walton	P.O. Box "X" Shelley, ID 83274
Second Vice President	Ralph Berenger	427 Brentway Shelley, ID 83274
Secretary-Treasurer	Merlin J. Price	410 North Park Shelley, ID 83274

ARTICLE XI.

BOARD OF DIRECTORS

The Board of Directors shall include all officers and not less than five (5) elected directors from the members of the KIWANIS CLUB OF SHELLEY, INC. Members of the Board shall be elected annually at the annual meeting.

IN WITNESS WHEREOF, we have hereunto set our hands
this 27th day of February, 1990.

Merlin J. Price

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) ss.
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