



CERTIFICATE OF INCORPORATION
OF

ROTARY CLUB OF McCALL, INC.

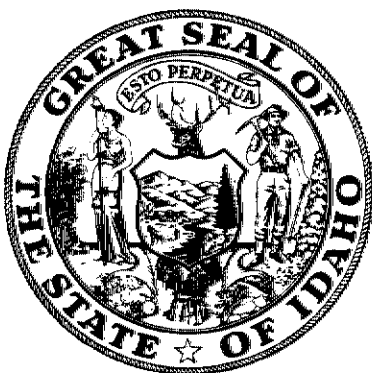
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ROTARY 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 December 4, 19 86.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF THE

ROTARY CLUB OF MC CALL, INC.

A NON-PROFIT CORPORATION

RECEIVED
SEC. OF STATE

NOV 26 AM 9 13

Dec 4 10 43 AM '86
SECRETARY OF STATE

The undersigned acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Non-profit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I.

NAME

The name of the corporation is the ROTARY CLUB OF McCALL, INC., which corporation is a non-profit corporation.

ARTICLE II.

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III.

PURPOSES AND POWERS

1. PURPOSES: The purpose of this corporation is to operate as a duly constituted member Club of Rotary International, operating within its prescribed territorial limits, in order to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying by each Rotarian of his occupation as an opportunity to serve society;

Third. The application of the ideal of service by every Rotarian to his personal, business and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional men united in the ideal of service.

2. EXEMPT STATUS: The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

provision of this certificate, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

3. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Idaho and consonant with the standard Constitution currently prescribed by Rotary International, and as from time to time amended and adopted.

4. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, including the right to accept, hold, invest and reinvest, and administer any donations, gifts, bequests, trust benefits, and the like, so long as same are ultimately used, disbursed or donated exclusively for the use and benefit of Rotary Club of McCall, Rotary International, and their service activities and programs.

5. To appoint such officers, employees and agents as the activities of the corporation may require and to make bylaws not inconsistent with any existing law for the management of its activities and the regulation and conduct of its affairs; to do all acts permitted by the laws of the State of Idaho, and all such other acts as are necessary and expedient to accomplish its stated purposes except as limited by the laws of the State of Idaho.

6. The foregoing clauses shall be construed both as Purposes and Powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, save as set forth.

ARTICLE IV.

CONSTITUTION AND

BYLAWS

The affairs of the corporation shall be governed by the provisions set forth in the corporation's Constitution and bylaws to be enacted hereafter.

ARTICLE V.

MEMBERSHIP

The membership of the corporation shall be created and governed according to the provisions set forth in the corporation Constitution and bylaws.

ARTICLE VI.

REGISTERED AGENT

The street address of the coporation's initial registered office and the name of its initial registered agent at such address are as follows:

Street Address: 1005 N. 3rd Street

Registered Agent: Dan Kirk

Mailing Address: P.O. Box M
McCall, Idaho 83638

ARTICLE VII.

DATA RESPECTING INITIAL DIRECTORS/INCORPORATORS

There shall be six (6) directors initially. The names and post office address of each of the initial directors/ incorporators who will serve until their successors are selected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Dan Kirk	P. O. Box M McCall, Idaho 83638
Bill Killen	P. O. Box A.O. McCall, Idaho 83638
Gordon Colburn	P.O. Box 283 McCall, Idaho 83638
Gene Benedict	P. O. Box 1395 McCall, Idaho 83638
Dale Krumm	P.O. Box 1732 McCall, Idaho 83638

Brian Charles

P.O. Box 1746
McCall, Idaho 83638

ARTICLE VIII.

DISSOLUTION

In the event of dissolution, all the remaining assets and property of the corporation shall, after necessary expenses thereof, be exclusively distributed to such organizations as shall qualify under Section 501 (c) of the Internal Revenue Code of 1954, as amended.

EXECUTED this 15th day of November, 1986.

David E. Smith
John D. Smith
William T. Thompson
Robert W. Johnson
Robert W. Johnson
Dale Knorr