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Nov 12 10:51 AM '98

## ARTICLES OF INCORPORATION

OF

### LEAGUE OF IDAHO CITIES, INC.

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

#### ARTICLE I NAME

The name of the Corporation is League of Idaho Cities, Inc.

#### ARTICLE II NONPROFIT STATUS

The Corporation is a nonprofit Corporation.

#### ARTICLE III PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

#### ARTICLE IV REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 3314 Grace Street, Boise, Idaho 83703 and the name of the initial registered agent at this address is Thomas Kendall Harward.

#### ARTICLE V PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. The Corporation is created as an instrumentality for educational and instructional purpose on behalf of member cities dedicated to advancing the public interest, building democracy and community, improving the quality of life by strengthening the capacity of local governance by providing research, education, and instruction to city elected officials and staff to respond to the needs and aspirations of the people.

IDAHO SECRETARY OF STATE

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B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3). Educational and governmental within the meaning of Title 63, Chapter 6, Idaho Code.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, 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.

D. To furnish information and services which may assist municipalities, officers of municipalities, and the respective leagues of municipalities or substantially similar organizations in the State of Idaho in performing their functions.

#### **ARTICLE VI** **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 Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or to otherwise attempt 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII** **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. Any city in the State of Idaho may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be an elected official of a member city. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Chuck Geska	400 West Broadway, Buhl, Idaho 83316
Laura Booth	12314 Jerome Avenue, Orofino, Idaho 83544
Greg Anderson	P. O. Box 4169, Pocatello, Idaho 83205
Rick Yzaguirre	P. O. Box 907, Eagle, Idaho 83616
Linda Milam	P. O. Box 50220, Idaho Falls, Idaho 83405
Brent Coles	P. O. Box 500, Boise, Idaho 83701
Kirk Hansen	3400 Gagon Drive, Soda Springs, Idaho 83276
Karen McGee	P. O. Box 4169, Pocatello, Idaho 83205
Dixie Reid	710 East Mullan, Coeur d'Alene, Idaho 83814-3948
Gus Johnson	408 Spokane, Post Falls, Idaho

	83854
Steve Judy	710 E. Mullan, Coeur d'Alene, Idaho 83814-3948
Linda Pall	604 E. "A" Street, Moscow, Idaho 83843
Neal Compton	12265 Grand Avenue, Orofino, Idaho 83544
Tom Dale	911 Florence, Nampa, Idaho 83686
Garret Nancolas	P. O. Box 1177, Caldwell, Idaho 83605
Laurale Neal	423 Marleeson, Kuna, Idaho 83634
Robert Corrie	33 East Idaho, Meridian, Idaho 83642
Dwinelle Allred	P. O. Box 426, Rupert, Idaho 83350
Lance Clow	2170 Bitterroot, Twin Falls, Idaho 83301
Jay Heusser	30 East 100 South, Preston, Idaho 83263
Ray Zimmerman	744 Bennett, American Falls, Idaho 83211
Chris Moore	P.O. Box 258, Lewisville, Idaho 83431
Ida Hardcastle	3176 Hartert Drive, Idaho Falls, Idaho 83404

**ARTICLE IX**  
**MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

**ARTICLE X**  
**DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to member cities in proportion to their dues paid or, to their such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner and at the discretion as determined by the Board of Directors. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI**  
**INCORPORATOR**

The name and street address of the incorporator is Thomas Kendall Harward, 3314 Grace Street, Boise, Idaho 83703.

**ARTICLE XII**  
**BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 10<sup>th</sup> day of November, 1998.

LEAGUE OF IDAHO CITIES

By:

Thomas Kendall Harward  
Thomas Kendall Harward