



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BOISE PUBLIC LIBRARY FOUNDATION, 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 _____

BOISE PUBLIC LIBRARY FOUNDATION, 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 September 24, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

SEP 24 9 58 AM '85

ARTICLES OF INCORPORATION OF
SECRETARY OF STATE
BOISE PUBLIC LIBRARY FOUNDATION, INC.

AN IDAHO NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation (hereafter "Corporation") under and pursuant to the laws of the States of Idaho, including Idaho Code Sections 30-301, et seq. Pursuant thereto we certify as follows:

ARTICLE I.

NAME

The name of this non-profit Corporation is:

BOISE PUBLIC LIBRARY FOUNDATION, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

EXEMPT STATUS

The Corporation is organized and shall be operated to attract substantial support from contributions, directly or indirectly, from persons within and without the community of Boise City, Idaho and Ada County, Idaho, for the sole and exclusive use and benefit of the Boise Public Library. The

Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is or shall be distributable to, or inure to the benefit of the Directors or officers of the Corporation except to the extent permitted under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code). 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 contained in these ARTicles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV.

PURPOSES

This Corporation is organized and shall be operated

exclusively for educational and charitable purposes and subject to this limitation, the purposes and power of the Corporation shall be as follows:

A. To stimulate the interest of the public (individual and corporate), friends and supporters of Boise Public Library, Boise, Idaho, or its successor, if ever there be one, in its development and offering of public library services and facilities and, secondarily, to stimulate the interest of the public (individual and corporate), supporters and friends in the development of free public library services and facilities at any other non-profit tax-exempt institution, trust, foundation, corporation or entity having as its primary purpose the assistance or furtherance of free public library services in Southwestern Idaho.

B. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use, disburse or donate the principal and/or income from said property solely for the purposes provided in these ARTICLES of Incorporation.

C. Generally, the Corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out its purposes the Corporation may do any and all things necessary

thereto and may exercise any and all powers not prohibited by these Articles of Incorporation or law, and not prohibited to non-profit tax-exempt corporations.

ARTICLE V.

REGISTERED AGENT

The Registered Agent of this Corporation is hereby designated as LYNN J. MELTON and the Registered Office of this Corporation is hereby designated as 715 South Capitol Boulevard, Boise, Idaho 83702, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE VI.

NO MEMBERS

The members of the corporation shall be appointed by resolution of the Board of Directors.

ARTICLE VII.

BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be no less than three (3) nor more than nine (9), the exact number of which shall be set forth in the By-Laws of the Corporation. The following named persons are appointed as the Board of Directors to serve until the initial Board of Directors is elected as provided in Article VIII, below:

<u>Name</u>	<u>Address</u>
Robert Hendren	Hendren's Furniture 516 South 9th Boise, Idaho 83702
Glen Lungren	3424 Bogus Basin Road Boise, Idaho 83702
Alice Hennessey	Boise Cascade Corporation One Jefferson Square 1110 West Jefferson St. Boise, Idaho 83728
Gary Sherlock	Idaho Statesman 1200 North Curtis Road Boise, Idaho 83706
Paul Corddry	Ore-Ida Foods 220 West Parkcenter Blvd. Boise, Idaho 83706
Willis E. Sullivan, III	200 North 4th P. O. Box 359 Boise, Idaho 83701
Paula Lambert	First Interstate Bank 700 West Idaho Boise, Idaho 83702

ARTICLE VIII.

ELECTION OF DIRECTORS

Following the appointment of the initial Board of Directors of the Corporation, all vacancies on the Board shall be filled by a majority vote of the members of the Corporation, the persons so elected to serve for such terms as shall be determined by the Board of Directors of the Corporation.

Each of the Directors above designated shall hold office until his or her successor is elected and qualified.

ARTICLE IX.

PRIVATE PROPERTY NOT LIABLE

That private property of the Directors and officers of this Corporation shall not be subject to the payment of any Corporation debt.

ARTICLE X.

PROHIBITION ON PAYMENTS

No Director or officer of this non-profit Corporation shall receive any of the income or other property of this non-profit Corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the Corporation and all funds of this Corporation shall be used solely and exclusively to carry out the purposes of this Corporation.

ARTICLE XI.

OFFICERS

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the Corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE XII.

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or other termination of this

Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of the valid obligations of the Corporation, and to the applicable provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code), shall be distributed as follows:

A. to the City of Boise City, Idaho, for the use of Boise Public Library;

B. If said Boise Public Library is not then in existence as a free public library for the citizens and residents of Boise City, Idaho, then as directed by the Board of Directors of the Corporation among one or more corporations, trusts, community funds or foundations organized and operated exclusively for free public library, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax Exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XIII.

INCORPORATORS

The name and address of each incorporator of the Corporation is as follows:

Willis E. Sullivan, III

200 North 4th, Suite 200
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of September, 1985.


Willis E. Sullivan, III