



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CLEARWATER AREA COUNCIL, INC.

was filed in the office of the Secretary of State on the **twenty-first** day of **January** A.D., One Thousand Nine Hundred **seventy-seven** and will be microfilmed ~~also recorded~~ on Film No. \_\_\_\_\_ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at

**Weippe**

in the County of

**Clearwater**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **January**, A.D., 19<sup>77</sup>.

**Pete T. Cenarrusa**

Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
CLEARWATER AREA COUNCIL, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, full age citizens of the United States, and residents of the State of Idaho, do hereby voluntary associate ourselves for the purpose of forming a Non-Profit corporation under the provisions of Section 30-117A, Idaho Code, and amendments thereto; we do hereby certify, adopt, and set forth Articles of Incorporation as follows:

ARTICLE I

NAME

The name of this non-profit corporation is CLEARWATER AREA COUNCIL, INC.

ARTICLE II

LOCATION & POST OFFICE ADDRESS

The location and post office of the registered office of the corporation in the State of Idaho is P.O. Box 177, Weippe, County of Clearwater, State of Idaho.

ARTICLE III

DURATION

The term of existence of the corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV

PURPOSES

The objects and purposes to be transacted and carried on by the corporation are to promote the general social welfare of the community and for the purpose:

to maintain a building for meeting purposes, thrift shop, and any other accommodations to assist low-income people to improve their general welfare, educational or social conditions without regard to race, color, creed, or national origin. To advise and council the Clearwater Multi-Service Office which is serving the Clearwater Area.

All of the foregoing purposes as stated in these Articles of Incorporation shall be exclusively for such charitable purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors 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 futherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 these articles, the corporation shall not carry on any other activities nor 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 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities

of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the such assets not so disposed of shall be disposed by the Second Judicial District Court in and for Clearwater County, in which the principle office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VII

The initial bylaws of this corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the member of the corporation.

#### ARTICLE VIII

This corporation is formed without any purpose of pecuniary profit to itself or its members and shall be organized with certificated of membership and shall have no capital stock.

#### ARTICLE IX

Section 1: Any person may become a member of this corporation by agreeing to comply with and be bound by these Articles of Incorporation and by the Bylaws, together with any amendments thereto and such rules and regulation as may be from time adopted by the members.

Section 2: The terms of admission of members shall be prescribed in the Bylaws of the corporation.

Section 3: The private property of the members of the corporation shall not be subject to the payment of corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the corporation. The rights and interests of all members shall be equal and no member may have or acquire a greater interest than any other member.

#### ARTICLE X

The number of directors constituting the Board of Directors of the corporation shall not be less than three (3) nor more than six (6), the exact number and qualifications thereof to be established by the Bylaws.

The names and addresses of the persons who are to act in the capacity of initial directors until selection of their successors:

- |                     |             |               |
|---------------------|-------------|---------------|
| 1. Jerry Montgomery | Route #2    | Weippe, Idaho |
| 2. Mary Erickson    | Post Office | Weippe, Idaho |
| 3. Jan Montgomery   | Route #2    | Weippe, Idaho |

IN WITNESS WHEREOF, WE, the undersigned, being the above named incorporators, have executed these Articles of Incorporation in duplicate this

15<sup>th</sup> day of January, 1976

Jerry Montgomery

Mary Erickson

Jan Montgomery

STATE OF IDAHO           )  
                                  ) ss.  
County of Clearwater )

On this 18 day of January, 1976, before me, a Notary Public in and for said State, personally appeared Jerry Montgomery, Mary Erickson, and Jan Montgomery, known to me to be the persons whose names are subscribed to the Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

- Billie M. Wilson  
Notary Public in and for the State of Idaho  
Residing at Weippe, therein.