

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FRIENDS OF THE ADA COUNTY DISTRICT LIBRARY, 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 **FRIENDS OF THE**
ADA COUNTY DISTRICT LIBRARY, 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 March 25, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

MAR 25 3 59 PM '88
ARTICLES OF INCORPORATION
SECRETARY OF STATE
OF

FRIENDS OF THE ADA COUNTY DISTRICT LIBRARY, 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 under and pursuant to the laws of the State of Idaho, including Idaho Code, §§ 30-301, et. seq. Pursuant thereto we certify as follows:

ARTICLE I

Name

The name of this non-profit Corporation is:

FRIENDS OF THE ADA COUNTY DISTRICT LIBRARY, INC.

ARTICLE II

Period of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purposes

This Corporation is dedicated to the promotion and betterment of free public library services for the residents of Ada County, Idaho, residing within the

boundaries of the Ada County District Library. This Corporation is organized and shall be operated exclusively to:

- (a) Provide an organization through which all people interested in library development may work;
- (b) Contribute to the welfare of the community by providing information pertinent to library development and making this material available to interested parties;
- (c) Help provide interested opportunities for children and adults to read for general information, pleasure and learning;
- (d) Publicize through all available media the merits of library service;
- (e) Collect and present information supporting improved library service;
- (f) Make recommendations and/or requests to proper authorities whenever and wherever such action is needed to effect better library service;
- (g) Provide an agency for the acceptance of gifts from persons interested in this organization;
- (h) Solicit, receive and expend funds from business firms and individuals interested in library development to carry out the objectives of the organization;
- (i) Act as a non-library sponsor for specific library development projects;

- (j) Enter into such agreements, contracts and undertakings as may be approved by the Board of Directors to assist or enable the financing and/or providing of physical facilities for the conduct of library services.

All such activity shall be conducted so that the Corporation will at all times continue to be recognized as a non-profit tax exempt corporation under §501(c)(3) of the Internal Revenue Code of 1954, as amended, or such other section of the Internal Revenue Code as such tax exemption shall have been granted.

In furtherance of the purpose of this Corporation, it shall accept, hold, invest, reinvest and administer any gifts, bequest, devises, benefits or trust (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 the same solely for the purposes of this Corporation as provided in these Articles of Incorporation.

ARTICLE IV

Exempt Status

The Corporation intends to attract support from contributions, directly or indirectly, from persons within and without the State of Idaho, and 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 Members, Directors or officers of the Corporation except to the extent permitted non-profit tax-exempt corporations under the Idaho Non-profit Corporation Act (Title 30, Chapter 3, Idaho Code) and the Internal Revenue Code of

1954, as amended. No substantial part of the activities of the Corporation shall involve 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 §501(c)(3) of the Internal Revenue Code of 1954, as amended, or such other section of the Internal Revenue Code as such tax exemption shall have been granted, (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §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 V

Powers

The Corporation shall have and exercise all such powers as are by law conferred upon such corporations of like character and, in carrying out its purposes, this Corporation may do any and all things necessary thereto and may exercise any and all powers not prohibited by these Articles of Incorporation or by applicable law and not prohibited to non-profit tax-exempt corporations.

ARTICLE VI

Registered Agent

The Registered Agent of this Corporation is hereby designated as Evelyn McCain, and the Registered Office of this Corporation is hereby designated as 8019 West War Bonnet Drive, Boise, Idaho 83709, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE VII

Membership

Any person shall be eligible for membership in this Corporation upon affirmative action of the Board of Directors as provided in the By-Laws. The Corporation shall issue to each Member a Certificate of Membership in this Corporation and each Member shall be entitled to one (1) vote and shall have an equal right to, and interest in, this Corporation. The voting power of every Member of this Corporation shall be equal to the voting power of every other Member hereof. Membership in the Corporation shall terminate as provided for in the By-Laws.

ARTICLE VIII

Non-Assessable

The Membership Certificates of this Corporation are not assessable and all Membership Certificates issued shall conspicuously note on the face thereof such that the same is not assessable.

ARTICLE IX

Initial Directors

The number of Directors constituting the initial Board of Directors of this Corporation shall be no less than three (3) nor more than fifteen (15), the exact number of which shall be set forth in the By-Laws of the Corporation. The number of Directors constituting the initial Board of Directors shall be four (4), whose names and addresses are as follows:

Evelyn McCain
8019 West War Bonnet Drive
Boise, Idaho 83709

James A. Van Dinter
5812 Latigo Avenue
Boise, Idaho 83709

Gary McCain
8019 West War Bonnet Drive
Boise, Idaho 83709

Nancy Van Dinter
5812 Latigo Avenue
Boise, Idaho 83709

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

At each annual meeting, the number of Directors equal to the number of Directors whose terms expire at the time of such meeting shall be elected to hold office for a three (3) year term, or until their successors are duly elected and qualified.

Each Director elected shall be elected from a list of nominees submitted to the Members through the Board of Directors by a nominating committee, the members of which committee shall be appointed by the Board of Directors.

ARTICLE X

Quorum

Except as otherwise provided in the By-Laws of the Corporation, Members holding thirty percent (30%) of the votes entitled to be cast, represented in person, shall constitute a quorum at any meeting of the Members of this non-profit Corporation.

ARTICLE XI

Private Property Not Liable

The private property of the Members of this Corporation shall not be subject to the payment of any debt of this Corporation.

ARTICLE XII

Prohibition on Payments

No Member, 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 each Member agrees that all funds of this Corporation shall be used solely and exclusively to carry out the purposes of this Corporation.

ARTICLE XIII

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 XIV

Distribution and 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 insure to the benefit of any of the Members, 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 Non-profit Corporation Act (Title 30, Chapter 3, Idaho Code), shall be distributed by the Board of Directors to another organization(s) for identical uses and purposes, provided that such other organization(s) would then qualify for tax-exempt status under the provisions of §501(c)(3) of the Internal Revenue Code of 1954, as amended, or such other section of the Internal Revenue Code as such tax exemption shall have been granted.

ARTICLE XV

By-Laws

The power to adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

ARTICLE XVI

Incorporators


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

<u>Name</u>	<u>Address</u>
Evelyn McCain	8019 West War Bonnet Drive Boise, Idaho 83709
Gary McCain	8019 West War Bonnet Drive Boise, Idaho 83709
James A. Van Dinter	5812 Latigo Avenue Boise, Idaho 83709
Nancy Van Dinter	5812 Latigo Avenue Boise, Idaho 83709


IN WITNESS WHEREOF we have hereunto set my hand as of this 24 day of March, 1988.



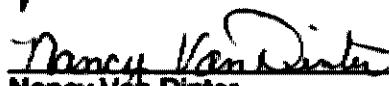
Evelyn McCain



Gary McCain



James A. Van Dinter



Nancy Van Dinter