

# State of Idaho

## Department of State

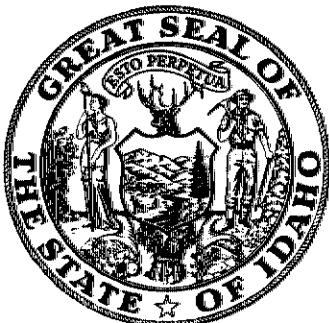
### CERTIFICATE OF AMENDMENT OF

COEUR D'ALENE PUBLIC LIBRARY FOUNDATION, INC.  
File Number C 112527

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of COEUR D'ALENE 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: February 23, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

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## **"RESTATED" ARTICLES OF INCORPORATION**

**OF**

DATE 02/23/1996 0900 40147

CLERK OF DISTRICT COURT

## **COEUR D'ALENE PUBLIC LIBRARY FOUNDATION, INC.**

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a non profit corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Restated Articles of Incorporation as adopted by the Board of Directors;

### **ARTICLE I**

The name of the corporation is **COEUR D'ALENE PUBLIC LIBRARY FOUNDATION, INC.**, and its existence shall be perpetual.

### **ARTICLE II**

The Corporation will be a membership and nonprofit Corporation.

### **ARTICLE III**

The address of the registered office of the corporation in the State of Idaho is 1121 Mullan Avenue, Coeur d'Alene, Idaho 83814, and the name of its registered agent at that address is **RICK MAXEY**.

### **ARTICLE IV**

The name and mailing address of the incorporator of the corporation is **MARK A. JACKSON**, 424 Sherman Avenue, #208, Coeur d'Alene, Idaho, 83814.

### **ARTICLE V**

1. The Corporation is formed for lawful nonprofit purposes and objectives. Stock will not be issued. All corporate assets will be dedicated to exempt purposes; although the Corporation will be authorized to pay reasonable compensation for services rendered, and to enter into business transactions in furtherance of its exempt purpose, the Corporation will not pay dividends, and its assets will not inure to the private profit of any person. If and when the Corporation is dissolved, its assets will be distributed for exempt purposes, or will devolve to a government agency for a public purpose. None of the assets will be distributed to private individuals.

2. This organization is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VI**

Notwithstanding any other provision of these articles, 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)(3) of the Internal Revenue Code of 1986 (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 1986 (or corresponding provision of any future United States Internal Revenue law).

## **ARTICLE VII**

At all times, the organization's investments and investment policy will be consistent with its nonprofit purpose, and income and assets will be generated only to carry out the nonprofit purpose, not to generate a profit for any person or organization.

## **ARTICLE VIII**

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. The Officers and Directors will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.

3. The powers of the Corporation will include all powers granted by the State of Idaho to nonprofit Corporations of the same type. In addition, the Corporation's powers will include the following, to the extent not prohibited by the State of Idaho or Federal Law:

a. To solicit, collect, receive, hold, invest, distribute, and disburse funds in the form of donations, gifts, bequests, and subscription;

b. The power to accept gifts from individuals, corporations and foundations in furtherance of the Corporation's nonprofit purpose;

c. To borrow funds with or without security, on terms at least as favorable as those offered on the open market, to carry out the Corporation's nonprofit purpose, in an amount not to exceed FIVE THOUSAND DOLLARS (\$5,000.00) as authorized by all of the Corporation's Directors and approved by the State's regulators or charitable organizations; and

d. The power to engage in fund-raising events, for example, benefits and sales of donated merchandise, provided that these events are infrequent and irregular, not tantamount to maintenance of a profit-making business, and provided that the income derived from these events, net of reasonable expenses, will be entirely devoted to the organization's nonprofit purpose.

3. The first Director of this Corporation shall be one (1) in number and his address is as follows:

<u>Name</u>	<u>Address</u>
RICK MAXEY	1121 Mullan Avenue Coeur d'Alene, ID 83814

4. The term of the first Director shall be until the first annual meeting of the Corporation or until his successors are elected and qualified.

#### **ARTICLE IX**

The Corporation's Board of Directors will meet at least quarterly, with additional meetings as called by three (3) or more Directors. The Corporation will hold a general membership meeting at least annually, and special meetings shall be called by demand of the President. No business shall be transacted at such special meeting except as may be stated in the notice of such call and at least two (2) days notice shall be given to the members of such meeting.

#### **ARTICLE X**

Power to amend the organization's Articles of Incorporation and Bylaws will rest with the Board of Directors and the membership; an amendment can be had by vote of sixty-six and two-thirds percent (66 2/3 %) of the Directors and members, present and voting at a regular or special meeting.

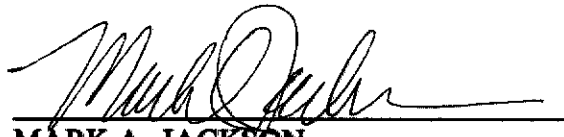
#### **ARTICLE XI**

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Business Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that this is his act and deed and the facts herein stated are true.

#### **ARTICLE XII**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then 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.


IN WITNESS WHEREOF, these "Restated" Articles of Incorporation are executed in duplicate on the 19 day of February, 1996.

  
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MARK A. JACKSON

STATE OF IDAHO       )  
                                  ss.  
County of Kootenai   )

On this 19 day of Feb, 1996, before me, the undersigned Notary Public in and for said state, personally appeared MARK A. JACKSON, being first duly sworn under oath, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

  
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Notary Public for Idaho  
Residing at CDA  
My commission expires: 2/19/97