



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

POCATELLO ZOOLOGICAL SOCIETY, INCORPORATED

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 _____

POCATELLO ZOOLOGICAL SOCIETY, INCORPORATED

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 November 27, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

ARTICLES OF INCORPORATION

POCATELLO ZOOLOGICAL SOCIETY, INC.

79 NOV 27 PM 3:00

KNOW ALL MEN BY THESE PRESENTS

SECRETARY OF
STATE

That we, the undersigned, all citizens and residents of the State of Idaho, do associate ourselves together for the purpose of forming a non-profit, benevolent, charitable corporation pursuant to Title 30, Chapter 03, of the Idaho Code, and we hereby do certify as follows:

ARTICLE I.

CORPORATE NAME

The name of the corporation shall be POCATELLO ZOOLOGICAL SOCIETY, INCORPORATED.

ARTICLE II.

CORPORATE PURPOSES

The general purposes for which this association is formed and organized are to support the Ross Park Zoo by providing financial assistance, increasing public awareness and interest and improving the existing facility in the areas of education and exhibit design. To accomplish these purposes, the corporation shall have these powers:

- A. To take, receive or accept, and to utilize money or other real or personal property by way of grant, dues, endowment, gift, devise, bequest or other lawful means and to use said property for the purposes of the Corporation.
- B. To employ personnel necessary for maintaining the Society as a functional organization or any other need consistent with the purposes of the Corporation.
- C. To assist in the sponsorship of educational programs relating to the general purposes of the Corporation and to expand funds in support of such programs.

ARTICLE III.

DURATION

The principal office of this association shall be located in Pocatello, Bannock County, Idaho. Its existence will be perpetual, unless dissolved or terminated according to law.

ARTICLE IV.

MEMBERSHIP

Membership in the Corporation shall be open to any individual or organization (incorporated or unincorporated). Membership shall be obtained by payment of annual dues or as otherwise set forth in the corporate bylaws. The rights and interests of all members, individual or group, shall be equal. Each organization which is a member of the Corporation shall vote and otherwise participate in membership meetings through an individual representative, to be designated in the manner provided by the corporate bylaws. If such representative is also an individual member of the Corporation, he or she may vote both as representative and as individual member.

ARTICLE V.

BOARD OF DIRECTORS

The affairs of this Corporation shall be conducted by a Board of Directors of at least three and not more than seven in number, with the exact number, term of office, manner of selection, and qualifications determined by the By-laws. The election of Board Members was held October 11, 1979 and the elected officers will serve an interim term until January, 1980, at which time a new Executive Board will be elected to serve a full year term. The names and addresses of the initial Board Members are:

Beverly L. Rhoades, 440 S. Grant, Pocatello, Idaho 83201

Linda Enloe, Box 8112, ISU, Pocatello, Idaho 83201

Pam Nelson, 4901 Yellowstone, #51, Pocatello, Idaho 83201

Peggy L. Harrer, 224 Appaloosa, Pocatello, Idaho 83201

Don Rhoades, 440 S. Grant, Pocatello, Idaho 83201

The registered agent of the society shall be Charles H. Trost and his office shall be located at 225 N. Lincoln Ave., Pocatello, Bannock County, Idaho.

ARTICLE VI.

BY-LAWS

The By-laws of this association shall be adopted by the members named therein and they may be amended or repealed by the means provided in said By-laws so long as said provisions are in accordance with Title 30, Idaho Code. Said By-laws may further set out such other provisions as may be prescribed by law and particularly Title 30, Idaho Code.

ARTICLE VII.

LIMITATIONS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers and liabilities of the Corporation and its Board Members.

- A. No part of any earnings or contributions to the Corporation shall inure to the benefit or be distributable to any Board Member, member or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein in Article II.
- B. Board Members or officers of the Corporation shall not be individually or personally liable for debts or obligations of the Corporation.

ARTICLE VIII.

DISSOLUTION

- A. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to the City of Pocatello to be used for the sole purpose of the improvement of the Ross Park Zoo.
- B. No part of the net earnings of this Corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the exempt purposes for which it was formed.
- C. 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 1954.

ARTICLE IX.

STOCK

The Corporation shall have members; however, there shall be no stock issued evidencing membership.

ARTICLE X.

AMENDMENT AND SAVING CLAUSE

These Articles of Incorporation may be amended in any particular as provided by the By-laws and laws of the State of Idaho, except that the corporate purposes clause of Article II shall not be amended to materially change the purposes and objectives of the Corporation. In the event any provision of these Articles, or any amendment hereafter adopted, shall be adjudged ultra vires or otherwise invalid, the remaining provisions, powers and conditions herein expressed shall be deemed unaffected and in full force and effect as far as the same may be severable.

IN WITNESS WHEREOF, the Board Members of the Corporation have hereunto set their hands this 16th day of November, 1979.

Beverly L. Rhoades
Beverly L. Rhoades
Executive Chairman

Linda Enloe
Linda Enloe
Treasurer

Pamela A. Nelson
Pam Nelson

Peggy L. Harrer
Peggy L. Harrer

Don Rhoades
Don Rhoades

On this 16th day of November, 1979 the persons known to me to be the individuals who executed the foregoing Articles of Incorporation, appeared before me and acknowledged that they signed the same as their free and voluntary act, for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

Jeannae Burrill
Notary Public for Idaho
residing in Bannock County