

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

BOISE-GEM-VALLEY TRI-COUNTY COMMUNITY ACTION AGENCY, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **July**, A. D. One Thousand Nine Hundred **Sixty-five** and ~~was~~ **will be** duly recorded on ~~Palm-Net~~ **microfilm** 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 and Sections 30-1001 to 30-1005, inclusive, 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 **Horseshoe Bend** in the County of **Boise** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **23rd** day of **July**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION OF
BOISE-GEM-VALLEY TRI-COUNTY COMMUNITY ACTION AGENCY, Inc.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, and all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE 1

The name of this corporation shall be the:

BOISE-GEM-VALLEY TRI-COUNTY COMMUNITY ACTION AGENCY, Inc.

ARTICLE 2

The purpose of this corporation shall be to provide those services now beyond the reach and otherwise to assist disadvantaged and economically deprived individuals to deal with their own problems of economic self-improvement and poverty so that they need no further assistance or service; to receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purpose of this corporation; to apply for and receive grants, matching funds, and other assistance from any agency of the state and federal government; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation: to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit.

ARTICLE 3

This corporation shall have perpetual existence.

ARTICLE 4

Charter membership in this corporation shall consist of the incorporators and those who sign the by-laws within a month after incorporation; future membership shall be provided for in the By-laws of this corporation. A membership certificate shall be issued to each member. The rights and interests of all members shall be equal, and no member shall have or acquire

greater interest therein than any other member, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively for carrying out and attaining the objectives of this corporation.

ARTICLE 5

The number of directors of this corporation shall be not less than five nor more than thirty, each of whom shall be a member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors, shall be prescribed in the By-laws of the corporation. The board of directors shall have power to conduct all of the affairs of the corporation.

ARTICLE 6

The officers of this corporation shall be a 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 by and shall hold office during the pleasure of the board of directors.

ARTICLE 7

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-laws of the corporation.

ARTICLE 8

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that such assets or property may be transferred only to a non-profit corporation or an agency of government having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property of this corporation, or the proceeds of any said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and

assets then owned by the corporation shall be devoted to the carrying on of the function and the purposes of the corporation, as the directors shall determine and direct.

ARTICLE 9

These articles of incorporation may be amended after approval by two-thirds of the board of directors, by a simple majority of the voting members of the corporation at a special meeting called for the purpose or at a regular meeting upon public notice given ten days prior to the date of such meeting, to all newspapers having general circulation in the county or counties of the area.

ARTICLE 10

The registered office of this corporation is at Horseshoe Bend, Idaho, County of Boise, State of Idaho. The names and addresses of the incorporators are:

IRA RODEMACK, Garden Valley

STANTON TATE, McCall

TED HOFF, Jr., Horseshoe Bend

DON GREENWELL, Donnelly

STEVE HELM, Horseshoe Bend

JERRY EVANS, Cascade

WALTER CONRAD, Route #2, Emmett

JAMES NISULA, McCall

FLOYD BROWN, Emmett

BRICE REAY, Gardem Valley

CECIL SUTTON, Oia

RICHARD BEAL, Emmett

A. M. DERR, Boise,

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and caused this instrument to be executed in triplicate this 9th day of July, 1965.

STATE OF IDAHO)
COUNTY OF Bern) ss.

On this 22nd day of July, 1965, before
me, a Notary Public in and for the State of Idaho, personally appeared IRA
RODEMACK, TED HOFF, Jr., STEVE HELM,
WALTER CONRAD, FLOYD BROWN, CECIL SUTTON,
STANTON TATE, DON GREENWELL, JERRY EVANS,
JAMES NISULA, BRICE REAY, RICHARD BEAL,
and A. M. DERR, known to me to be the person whose names are sub-
scribed to the foregoing instrument and acknowledged to me that they executed
the same.

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

Richard L. Beal
Notary Public in and for Idaho
Residing at Connet, Idaho
My commission expires 7-10-67

Floyd L. Brown
Cecil Sutton
Walter W. Conrad
James P. Nisula
Don A. Greenwell
Jerry L. Evans
Ira L. Shockelford
Ted Hoff Jr.
Ira Rodemack
A. M. Derr
Richard L. Beal