

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, IDAHO CHAPTER OF SOCIETY FOR THE PRESERVATION AND ENCOURAGEMENT OF BARBER SHOP QUARTET SINGING IN AMERICA, INC.

was filed in the office of the Secretary of State on the **Tenth** day of **September** A. D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~microfilm~~ **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 **Boise** in the County of **Ada**, 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 **10th** day of **September**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
BOISE, IDAHO CHAPTER OF SOCIETY FOR THE PRESERVATION AND ENCOURAGEMENT
OF BARBER SHOP QUARTET SINGING IN AMERICA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age and citizens of the United States, in order to form a non-profit cooperative association for the purposes hereinafter stated, under and pursuant to the provisions relating to non-profit cooperative associations in the State of Idaho, being Sections 30-1001 to 30-1006, Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby certify as follow, to-wit:

I

That the name of this corporation shall be "BOISE, IDAHO CHAPTER OF SOCIETY FOR THE PRESERVATION AND ENCOURAGEMENT OF BARBER SHOP QUARTET SINGING IN AMERICA, INC."

II

That this corporation is not formed for pecuniary profit; and that the purposes and objects for which this corporation is formed are as follows:

- (1) To perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members; to encourage and promote the education of its members and the public in music appreciation, to initiate, promote and participate in charitable projects, and to promote public appreciation of barbershop harmony.
- (2) To cooperate with other organizations and authorities engaged in furthering the foregoing or similar objectives.
- (3) To provide for the creation, regulation, and termination of membership in this corporate association, and to issue, alter, and cancel membership certificates.

(4) To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, buildings, and any real property, hereditaments, and appurtenances of all kinds and wheresoever situated, necessary or desirable in connection with the business of the association, and to buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, and trade in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature, and description in connection with the business, objects, and purposes of this corporation.

(5) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any government or agency thereof.

(6) To borrow money, to draw, make, accept, endorse, guarantee, transfer, assign, execute, and issue notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, or pledge all or any part of the property or assets of any kind owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize or as may be permitted by the law.

(7) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, desirable, and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation or which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, either alone or in connection with any person, firm, or corporation.

(8) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the corporation laws of the State of Idaho or any act amendatory thereof or supplemental thereto or substituted therefor, except such as are inconsistent with the provisions of Sections 30-1001 to 30-1006, Idaho Code, and any act amendatory or supplemental thereto.

The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business, or exercise any power which a corporation formed under the non-profit cooperative association act, hereinbefore referred to, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do.

III

That the period of existence of the corporation is perpetual from and after date of its complete incorporation.

IV

That the location and postoffice address of the registered office of this corporation, and where the principal business of said corporation is to be transacted is Boise City, Ada County, State of Idaho.

V

That, inasmuch as this corporation is a non-profit association, there shall be no capital stock, but membership certificates may be issued in such form and manner and subject to such regulation as the by-laws of the corporation may prescribe. The voting power or membership, and the constitution of a quorum for all meetings shall be subject to regulation by the by-laws. Its revenue shall be from dues and contributions, and upon dissolution no residual asset shall inure to any individual, but devoted to similar purposes of this corporation. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

VI

The names and postoffice addresses of the incorporators are as follows:

| | | |
|-------------------|---------------------|--------------|
| JOHN R. WOODWORTH | 514 Starcrest Drive | Boise, Idaho |
| E. KLISS BROWN | 3018 Alamo Road | Boise, Idaho |
| WAYNE DILLINGHAM | 3504 Tulara Drive | Boise, Idaho |
| VIRGIL BRODD | 723 North Liberty | Boise, Idaho |
| JACK E. LOUGHREY | 901 Highland | Boise, Idaho |

VII

The number of directors of the corporation shall be specified in the by-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws, provided that the number shall not be less than five nor more than nine. Additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next meeting of the membership, and until their successors are elected and qualified.

VIII

The executive officers of the corporation shall be a president, two vice-presidents, a secretary and a treasurer.

The duties of the officers shall be as set forth in the by-laws.

The officers shall be elected by the directors, who shall first be elected by the members.

IX

Membership in the corporation shall be granted, conditioned and regulated as provided for in the by-laws. Each member in good standing shall be entitled to one vote on all matters coming before the membership for decision.

X

The corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in these articles of incorporation, or its by-laws, in the manner now or hereafter prescribed by law, by a two-thirds vote of the members present at any regular meeting of the membership, or at any special meeting duly called for that purpose, provided a quorum as specified in the by-laws or the laws of the State of Idaho be present.

IN WITNESS WHEREOF, We have hereunto set our hands this 6th
day of September, 1965.

John R. Woodworth
John R. Woodworth

E. Kliess Brown
E. Kliess Brown

Wayne Dillingham
Wayne Dillingham

Virgil Brodd
Virgil Brodd

Jack E. Loughrey
Jack E. Loughrey

STATE OF IDAHO,)
COUNTY OF ADA.) ss.

On this 8th day of September, 1965, before me, a Notary Public
in and for the State of Idaho, personally appeared JOHN R. WOODWORTH, E.
KLISS BROWN, WAYNE DILLINGHAM, VIRGIL BRODD, and JACK E. LOUGHREY, known
to me to be the persons whose names are subscribed to the within instru-
ment, and acknowledged to me that they executed the same, and that they
were citizens of the United States, and over the age of twenty-one years.

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

M. B. Bork
Notary Public for Idaho
Residence: Boise, Idaho