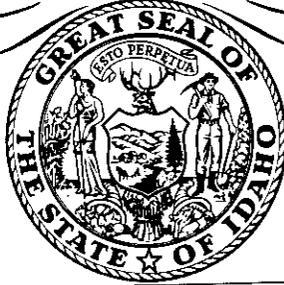


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

**PETE T. CENARRUSA**

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

**THE CANYON COUNTY ORGANIZATION ON AGING, INC.**

was filed in the office of the Secretary of State on the **11th** day  
of **December** A. D. One Thousand Nine Hundred **seventy-three** and  
is duly recorded on ~~film~~ **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  
**Idwell, Idaho** in the County of **Canyon**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive 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 **11th** day of **December**,  
A.D., 19 **73**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

THE CANYON COUNTY ORGANIZATION ON AGING, INC.

A Non-profit Corporation, Established Under  
Title 30, Chapter 10, Idaho Code

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 Title 30, Chapter 10, Idaho Code, and all other laws of the State of Idaho, pertaining thereto, and we hereby certify as follows:

ARTICLE I

The name of this corporation shall be: THE CANYON COUNTY ORGANIZATION ON AGING, INC.

ARTICLE II

The purposes of this corporation shall be:

A. To establish and provide assistance to the community in planning and implementing the development of improved or new responsible service programs to help aged (55 years old and over) citizens of Canyon County, Idaho, enhance the dignity and quality of their lives, and, at the same time, encourage and permit the aged community to exercise its talents and skills to aid in conducting its affairs in association with this corporation and the administration thereof.

B. To receive donations and contributions from any person, firm, corporation, government agency, including county or city sources, or other source to carry out the purpose of this corporation.

C. To apply for and receive grants, matching funds, and other assistance from any agency of the Federal, State, County,

City, or other legally constituted government to carry on the purpose of this corporation.

D. 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.

E. 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 corporation of like character.

F. 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, and not for monetary profit.

G. To act as a grantee agency for any State or Federal programs desiring the corporation to do so as per written agreement or contract.

#### ARTICLE III

The period of existence and the duration of the life of this corporation shall be perpetual.

#### ARTICLE IV

No part of the net earnings of this association shall inure to the benefit of any private shareholder or individual.

#### ARTICLE V

No substantial part of the activities of the association shall be to carry on propaganda, or otherwise attempt to influence legislation. The association 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.

#### ARTICLE VI

The association is not organized for profit but is operated exclusively for the promotion of social welfare and the net earnings are devoted exclusively to charitable, educational and re-

creational purposes.

#### ARTICLE VII.

Membership of this corporation shall be open to any interested group that may provide a community representative to the Board of Directors of THE CANYON COUNTY ORGANIZATION ON AGING, INC. (hereinafter referred to as the BOARD or BOARD OF DIRECTORS) or to a group or groups having a Senior Citizen Council at any location, site, or city within Canyon County as described and provided for in the By-laws of this corporation.

#### ARTICLE VIII

The rights and interests of all members of this association shall be equal, and no member can have or acquire a greater interest therein than any other member.

#### ARTICLE IX

The organizational structure of this corporation shall comprise:

- A. A Board of Directors.
- B. Senior Citizen Councils.

Al. The Board of Directors, except as otherwise provided in these Articles of Incorporation, or the By-laws of this corporation, shall have power to conduct all the affairs of the corporation. The Board of Directors are provided advice and recommendations along with data and information concerning the program or programs for aged services in the county by Senior Citizen Councils, which shall be advisory to the Board and the Board of Directors may prescribe in what manner such advisory and written material is to be provided so that the Board can set or develop priorities for the Canyon County senior services.

Bl. A Senior Citizen Council is established at each location, site, or city within the County and is elected from the constituency represented. A fundamental duty of each Senior Citizen Council shall be, under the direction of the Board of Directors,

to implement the senior citizen program or programs at the particular geographical area which each Council represents. Another fundamental duty of the Councils shall be to ascertain and otherwise determine the needs and programs desired at their respective geographical areas and to provide adequate data and information to the Board.

#### ARTICLE X

The number of the Board of Directors of this corporation shall be: One (1) community representative and one (1) alternate to be selected in a manner to be provided for in the By-laws; and one (1) senior citizen representative and one (1) alternate elected from the membership represented by each Senior Citizen Council he or she represents from each of the individual group locations, sites, or cities covered by and/or serviced by this corporation. The Board of Directors so chosen and elected may provide for additional members to the Board from the community of senior citizen representatives as determined pertinent or necessary to the functions of the organization. These persons will be full members of the Board with full voting rights with their term of office determined by the Board, but shall not exceed the term as set forth in the By-laws of this corporation.

The number of Senior Citizen Councils in the organization depends on how many are established at various locations, sites, or cities within the County. A Council may be established at each location, or site or city within the county provided one or more representative group or groups of such an area desire to become a member of the corporation and provided the group or groups are made up of the aged (55 years old and over).

The additional qualifications, the terms of office, manner of election, time and place of calling meetings, and the powers and duties of the Board, shall be prescribed in the By-laws of this corporation.

The Board of Directors may elect to select from its members an

Executive Committee of five (5) members to conduct the routine and regular business of the corporation. The duties and powers of the Executive Committee of the Board shall be as set forth in the By-laws.

#### ARTICLE XI

The officers of this corporation shall be a Chairman or Chairwoman, Vice Chairman or Chairwoman, Secretary and Treasurer. The duties and powers of the officers shall be as set forth in the By-laws.

#### ARTICLE XII

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

#### ARTICLE XIII

These Articles of Incorporation may be amended after approval by two-thirds (2/3rds) of the Board of Directors.

#### ARTICLE XIV

In the event of dissolution of the Corporation, or upon its ceasing to carry out the objectives 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 purposes of the corporation at each individual senior group site.

#### ARTICLE XV

The registered office of this corporation shall be 107 Seventh Avenue South, Caldwell, Canyon County, Idaho 83605.

#### ARTICLE XVI

The names and mailing addresses of the Incorporators of this Corporation are as follows:

IRA L. CRAVEN, P. O. Box 819, Caldwell,  
Idaho 83605;

F. E. NEWMAN, P. O. Box 275, Parma, Idaho  
83660;

MILTON J. CRAM, P. O. Box 155, Middleton,  
Idaho 83644;

WILLIAM C. JOHNSON, 440 West Edwards Avenue,  
Nampa, Idaho 83651;

LESTER E. CARTER, 3006 Syringa Lane, Caldwell,  
Idaho 83605; and

BERT K. CONVEY, 14th and Dearborn, Caldwell,  
Idaho 83605.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 4th day of December, 1973.

Ira L. Craven

F. E. Newman

Milton J. Cram

William C. Johnson

Lester E. Carter

Bert K. Convey

STATE OF IDAHO     )  
                                  ss  
County of Canyon    )

On this 4th day of December, 1973, before me, the undersigned,  
a Notary Public in and for said State, personally appeared IRA L.  
CRAVEN, F. E. NEWMAN, MILTON J. CRAM, WILLIAM C. JOHNSON, LESTER E.  
CARTER and BERT K. CONVEY, known to me to be the persons whose names  
are subscribed to the within 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.

Dorissa Collins  
Notary Public for Idaho  
Residing at Caldwell, Idaho