

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

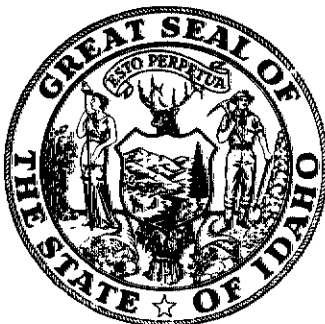
WEST END MEN'S ASSOCIATION, INC.

File number C 109887

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 WEST END MEN'S ASSOCIATION, 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 22, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

RECEIVED  
OFFICE OF STATE  
ARTICLES OF INCORPORATION

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WEST END MEN'S ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

IDAHO SECRETARY OF STATE  
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CORP BOON  
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**Article I. Name.**

The name of the Corporation is the West End Men's Association, Inc.

**Article II. Nonprofit Status.**

The Corporation is a nonprofit corporation.

**Article III. Period of Duration.**

The period of duration of the Corporation is perpetual.

**Article IV. Registered Office and Agent.**

The location of the Corporation is in the City of Buhl, County of Twin Falls, and in the State of Idaho. The address of the initial registered office is Felton & Felton, 1020 Main Street, Post Office Box 589, Buhl, Idaho 83316, and the name of the initial registered agent at this address is Michael H. Felton.

**Article V. Purposes.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To establish, maintain and promote the general community welfare, education, recreation, athletics, and the social interest of the West End of the Magic Valley.

B. To assist people or organizations other than those in the West End of the Magic Valley as may be deemed in need of such by the members of the Corporation.

C. Charitable, religious, educational, or scientific ends within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from

1 time to time, including, for such purposes, the making of distributions to organizations  
2 that qualify as exempt under such Section 501(c)(3).

3 D. To exercise all powers granted by law necessary and proper to  
4 carry out the foregoing purposes, including, but not limited to, the power to accept  
5 donations of money, property, whether real or personal, services, or any other things of  
6 value. Nothing herein contained shall be deemed to authorize or permit the Corporation  
7 to carry on any business for profit, to exercise any power, or to do any act that a corpo-  
8 ration formed under the Act, or any amendment thereto or substitute therefor, may not  
9 at that time lawfully carry on or do.

#### 10 **Article VI. Limitations.**

11 No part of the net earnings or the assets of the Corporation shall inure to  
12 the benefit of, or be distributable to, its members, directors, officers, or other private  
13 persons except that the Corporation shall be authorized and empowered to pay reasonable  
14 compensation for services rendered and to make payments and distributions in  
15 furtherance of the purposes set forth in Article V hereof. No substantial part of the  
16 activities of the Corporation shall be for the carrying on of propaganda, or otherwise  
17 attempting to influence legislation, and the Corporation shall not participate in, or  
18 intervene in (including the publishing or distribution of statements) any political campaign  
19 on behalf of any candidate for public office. Notwithstanding any other provisions of  
20 these Articles, the Corporation shall not carry on any other activities not permitted to be  
21 carried on by a corporation exempt from federal income tax under Section 501(c)(3) of  
22 the Internal Revenue Code of 1986, as amended from time to time.

#### 23 **Article VII. Members.**

24 The Corporation shall have members who shall have such rights as are  
25 provided in the Act that are consistent with the management authority that these Articles  
26 grant the Board of Directors of the Corporation. Any person may become a member of  
the Corporation upon payment of the annual dues fixed by the Board of Directors and  
satisfaction of the rules pertaining to membership as fully discussed in the Bylaws.

#### 27 **Article VIII. Board of Directors.**

28 The affairs of the Corporation shall be managed by its Board of Directors.  
29 The number of Directors serving on the Board of Directors shall be fixed in accordance  
30 with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be  
31 a member of the Corporation. Other than the Directors constituting the initial Board of  
32 Directors, who are designated in these Articles, the Directors shall be elected by the  
33 members of the Corporation in the manner and for the term provided in the Bylaws of  
34 the Corporation.

1                   The names and street addresses of the persons constituting the initial Board  
2 of Directors and Incorporators are:

3	<u>NAME</u>	<u>ADDRESS</u>
4	Benny Blick	3660 N 900 E
5		Castleford ID 83321
6	Bob Brinkman	1702 Main St
7		Buhl ID 83316
8	Ronald L. Brown	147 Country Club Dr
9		Buhl ID 83316
10	Bruce Brown	Route 3
11		Buhl ID 83316
12	Greg Brown	19215 US Highway 30
13		Buhl ID 83316
14	Bob Cornie	4397 N 900 E
15		Buhl ID 83316
16	Tim Cornie	Route 3
17		Buhl ID 83316
18	John Crawford	117 Juniper Ave E
19		Buhl ID 83316
20	Leonard Crismor	1748 E 4100 N
21		Buhl ID 83316
22	Michael Harland Felton	PO Box 589
23		Buhl ID 83316
24	Michael Hoyt Felton	PO Box 589
25		Buhl ID 83316
26	Derek Cantrell	4578 N 1600 E
		Buhl ID 83316
	Hank Gandiaga	3527 N 600 E
		Castleford ID 83321

1	Vince Hamilton	106 Rainbow Circle
2		Buhl ID 83316
3	Gary Heidel	3800 N 912 E
4		Buhl ID 83316
5	Michael L. Sweeney	PO Box 586
6		Buhl ID 83316
7	Lyle Masters	301 E Main St
8		Buhl ID 83316
9	C. David McClain, III	1850 E 4100 N
10		Buhl ID 83316
11	Ray McDonald	1600 E 4423 N
12		Buhl ID 83316
13	Doug Pember	Route 3
14		Buhl ID 83316
15	Ted Pence	308 12th Ave N
16		Buhl ID 83316
17	Butch Pierce	PO Box 284
18		Buhl ID 83316
19	Gene Pyles	405 8th Ave N
20		Buhl ID 83316
21	John Robirts	119 Broadway Ave N
22		Buhl ID 83316
23	Barton E. Sonner	3711 N 1600 E
24		Buhl ID 83316
25	B. Terry Sonner	1602 E 3700 N
26		Buhl ID 83316
	Tom Tappen	PO Box 588
		Buhl ID 83316
	Jim Welch	PO Box 549
		Buhl ID 83316

1 **Article IX. Membership Dues.**

2 Membership dues may be charged to all members or classes of  
3 membership in equal amounts or in different amounts or proportions upon different  
4 members or classes of membership and some members or classes of membership may  
5 be made exempt from such membership dues. The Board of Directors is authorized to  
6 fix the amount of membership dues from time to time, and to make them payable at such  
7 times or intervals, and upon such notice, and by such methods as the Board of Directors  
8 may prescribe.

9 **Article X. Distribution on Dissolution.**

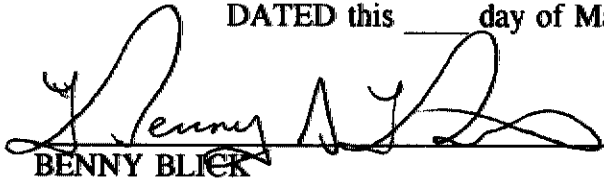
10 Upon dissolution of the Corporation, the Board of Directors shall, after  
11 paying or making provision for the payment of all liabilities of the Corporation, distribute  
12 all the assets of the Corporation consistent with the purposes of the Corporation to such  
13 organization or organizations as shall at that time qualify as exempt organizations under  
14 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time,  
15 in such manner as the Board of Directors shall determine. Any such assets not so  
16 distributed shall be distributed by the district court of the county in which the principal  
17 office of the Corporation is then located, exclusively for the purposes or to such  
18 organizations, as such court shall determine to be consistent with the purposes of the  
19 Corporation.

20 **Article XI. Bylaws.**

21 Provisions for the regulation of the internal affairs of the Corporation shall  
22 be set forth in the Bylaws.

23 The Corporation's Bylaws may be amended by a majority vote of the  
24 membership at a properly noticed special or regular meeting of the membership.

25 DATED this \_\_\_\_\_ day of March, 1995.

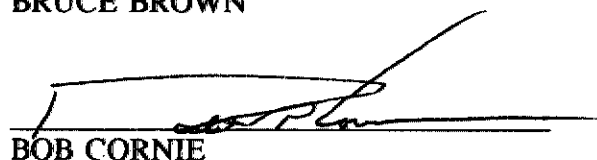
26   
BENNY BLICK

  
BOB BRINKMAN

  
RONALD L. BROWN

  
BRUCE BROWN

  
GREG BROWN

  
BOB CORNIE

1 Tim Cornie  
2 TIM CORNIE

John Crawford  
JOHN CRAWFORD

3 Leonard Crismor  
4 LEONARD CRISMOR

Michael Harland Felton  
MICHAEL HARLAND FELTON

5 Michael Hoyt Felton  
6 MICHAEL HOYT FELTON

Derek Cantrell  
DEREK CANTRELL

7 Hank Gandiaga  
8 HANK GANDIAGA

Vince Hamilton  
VINCE HAMILTON

9 Gary Heidel  
10 GARY HEIDEL

Michael L. Sweeney  
MICHAEL L. SWEENEY

11 Lyle Masters  
12 LYLE MASTERS

C. David McClain, III  
C. DAVID McCLAIN, III

13 Ray McDonald  
14 RAY McDONALD

Doug Pember  
DOUG PEMBER

15 Ted Pence  
16 TED PENCE

Butch Pierce  
BUTCH PIERCE

17 Gene Pyles  
18 GENE PYLES

John Robirts  
JOHN ROBIRTS

19 Barton E. Sonner  
20 BARTON E. SONNER

B. Terry Sonner  
B. TERRY SONNER

21 Tom Tappen  
22 TOM TAPPEN

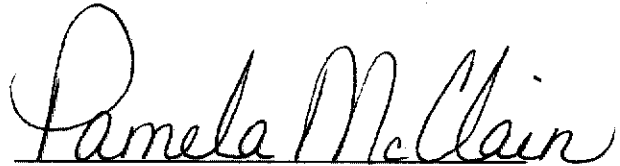
Jim Welch  
JIM WELCH

1 STATE OF IDAHO )

2 : ss

3 County of Twin Falls )

4 I, Pamela McClain, a notary public, do hereby certify that on this 17<sup>th</sup>  
5 day of March, 1995, personally appeared before me the above Directors and  
6 Incorporators of the WEST END MEN'S ASSOCIATION, INC., that they signed the  
7 foregoing instrument as incorporators and directors of the corporation, and that the  
8 statements therein contained are true.

9 

10 Notary Public for State of Idaho

11 Residing at Buhl, Idaho

12 My Commission Expires: 06/20/97