



Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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

CLARENCE F. HOLLAND POST NO. 2909, VETERANS OF FOREIGN
WARS OF THE UNITED STATES, INCORPORATED
was filed in the office of the Secretary of State on the twenty-fifth day
of August A. D. One Thousand Nine Hundred Forty-Seven and
is duly recorded on Film No. 10 of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 29-108
and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

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

Priest River in the County of Bonneville
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative
Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the
Great Seal of the State. Done at Boise, the
Capital of Idaho, this 27th day
of August, in the year of our Lord
one thousand nine hundred forty-seven,
and of the Independence of the United States of
America the One Hundred Seventy-Second.

Secretary of State.

~~PROPOSED FORM OF ARTICLES OF INCORPORATION~~

~~ARTICLES OF INCORPORATION AND CHARTER OF
Clarence F. Holland POST NO. 2909
VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED~~

ARTICLES OF INCORPORATION entered into on this 4th day
of Nov. D. 1946, by and between the undersigned subscribers,
all ^{full age} citizens of Idaho who hereby associ-
ate themselves together as a body politic under the laws of the
State of Idaho, as a corporation not for profit, and they
adopt the following proposed Charter.

ARTICLE 1

The name of the corporation shall be Clarence F. Holland
POST NO. 2909, VETERANS OF FOREIGN WARS OF THE UNITED STATES,
INCORPORATED, (or holding company instead of Incorporated), and
the same shall be located in such place or places in the City
of Priest River County Bonner, as provided by the
Board of Directors and designated by the members of said corp-
oration, but the temporary address of said corporation shall be
Bonner County Idaho.

ARTICLE 11

The general nature and purpose of the corporation shall be:

- (1) Fraternal, patriotic, historical and educational;
to preserve and strengthen comradeship among its
members; to assist worthy comrades; to perpetuate
the memory and history of our dead, and to assist
their widows and orphans; to maintain true alle-
giance to the Government of the United States of
America and fidelity to its Constitution and 2

laws; to foster true patriotism; to maintain and extend the Institutions of American Freedom; and to preserve and defend the United States from all her enemies, whomsoever.

- (2) To purchase, sell, transfer, mortgage and lease or rent real and personal property and do all things necessary and essential thereto.
- (3) To do all things necessary and essential to carry on the activities, rehabilitation, welfare and social work of the Post, including the establishment and operation of recreation rooms and club facilities for the use and comfort of the members and Auxiliary.

The said Clarence F. Holland POST NO. 2909, VETERANS OF FOREIGN WARS OF THE UNITED STATES INCORPORATED, (or Holding Company instead of Incorporated) shall at all times remain under the jurisdiction of and be governed according to the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, and in the event any provisions of these By-Laws or of this Certificate of Incorporation conflicts with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be deemed null and void, and the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States will determine the purposes and objectives of said incorporation.

ARTICLE III

The Qualifications of the members and the manner of their admission into this corporation not for profit shall be as follows:

No person shall be a member of this corporation unless he has served honorably as an officer or enlisted man in the Army, Navy or Marine Corps of the United States of America in any foreign war, insurrection, or expedition, which service shall be recognized as campaign medal service and governed by the authorization of the award of a campaign badge by the Government of the United States of America.

The active and voting membership of this corporation shall at all times be confined to the active membership in good standing in Clarence F. Holland POST NO. 2909, Veterans of Foreign Wars of the United States with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE IV

This corporation, not for profit, shall have perpetual existence, subject to the provisions of the laws of the state, and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE V OFFICERS

Section 1: The officers of this corporation (sometimes referred to as "Directors" and/or "Trustees"), their nomination,

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election or appointment, installation, power and authority shall be in accordance with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 2: The number of officers (Directors) of this corporation shall be the number as provided for a Post of the Veterans of Foreign Wars of the United States by the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 3: The names and addresses of the present persons who are to act in the capacity of principal officers (Directors) until the selection of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE OF OFFICE IN POST</u>
<u>Melville, Gordon</u>	<u>Priest River, Idaho</u>	<u>Commander</u>
<u>Golden, Vernon</u>	<u>Priest River, Idaho</u>	<u>Sr. Vice Cmdr.</u>
<u>Wylie, Cecil L.</u>	<u>Priest River, Idaho</u>	<u>Jr. Vice Cmdr.</u>
<u>Theobald, Chas.</u>	<u>Priest River, Idaho</u>	<u>Quartermaster</u>
<u>Will, William</u>	<u>Priest River, Idaho</u>	<u>Chaplain</u>
<u>Low, James</u>	<u>Priest River, Idaho</u>	<u>Surgeon</u>
<u>Martin, Glen</u>	<u>Priest River, Idaho</u>	<u>Post Advocate</u>
<u>Jones, Warren</u>	<u>Priest River, Idaho</u>	<u>Trustee</u>
<u>Naccarato, Geo. J.</u>	<u>Priest River, Idaho</u>	<u>Trustee</u>
<u>Anselment, Millard</u>	<u>Priest River, Idaho</u>	<u>Trustee</u>
<u>Clintsman, Wm. Earle</u>	<u>Priest River, Idaho</u>	<u>Adjutant</u>

ARTICLE VI

All assets of this corporation shall be and remain assets of the Veterans of Foreign Wars of the United States and shall be used, spent and distributed in accordance with the National Charter, Constitution and By-Laws of the Veterans of Foreign Wars of the United States. In the event of a dissolution of this corporation, all its assets shall be the property of Clarence F. Holland POST NO. 5.

2909, Veterans of Foreign Wars of the United States; and, in the event of the simultaneous dissolution of this corporation and of the forfeiture of the Charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit, then, and in that event, title to all of the assets of this corporation shall be in the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of this corporation be distributed or divided among its individual members hereof.

ARTICLE VII

This corporation not for profit shall have the following general powers:

To have perpetual succession with power to sue and be sued in courts of law and equity; to receive, hold, own, use and dispose of such real estate, personal property, money, contract, rights and privileges as shall be deemed necessary and incidental for its corporate purposes; to adopt, amend, apply, and administer by-laws and regulations to carry out its purposes, not inconsistent with the laws of the United States or of any State; and such other powers as are not inconsistent or in conflict with the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

The corporation shall not purchase, sell or mortgage any real estate without notice therefor to the members of the corporation at a regular or special meeting called for said purpose and by vote of approval of a

majority of those members present at such regular or special meeting called for such purpose.

Should any conflict arise between the provisions of this Charter and the provisions of the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, said conflicting provisions in this Charter shall be deemed null and void and shall not be effective until approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

ARTICLE VIII

The right to repeal, alter or amend this Charter at any time is hereby expressly reserved, but any alteration, modification, or amendment made to said Charter shall be governed by the Constitution and By-Laws of the Veterans of Foreign Wars of the United States and not in conflict therewith, and no amendment, modification, or alteration shall be made which will in anywise conflict with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States, nor shall any change whatsoever be effective until the same has been approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

We, the undersigned, do hereby subscribe to the above Charter and Articles of Incorporation not for profit:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE OF OFFICE IN POST</u>
Gordon	Melville	Commander
Vernon Golden	Agua Calientes	Sr. Vice-Comdr.
Cecil L. Wylie	Priest River, Idaho	Jr. Vice-Comdr.
Clay. B. Head	" "	Quartermaster
William Will	Priest River	Chaplain

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE OF OFFICE IN POST</u>
<u>James Low</u>	<u>Pine River</u>	<u>Surgeon</u>
<u>Glen Martin</u>		<u>Post Advocate</u>
<u>Geo. Naccarato</u>		<u>Trustee</u>
<u>Warren Jones</u>		<u>Trustee</u>
<u>Millard Anselment</u>		<u>Trustee</u>
<u>Wm Earl Clintsman</u>		<u>Adjutant</u>

STATE OF Idaho)
COUNTY OF Bonneville)
SS.

On this 8 day of July 1947, before me,
the undersigned, a Notary Public in and for said County
and State, residing therein, duly commissioned and sworn,
personally appeared

Gordon Melville, Vernon Golden, Cecil L. Wylie, Charles E. Theobald
William Will, James Low, Glen Martin, Warren Jones,
Geo. J. Naccarato, Millard Anselment, Wm Earl Clintsman

known to me to be the persons whose names are subscribed to
the foregoing Articles of Incorporation 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 certifi-
cate first above written.

Charles Theobald
NOTARY PUBLIC in and for the
County of Bonneville,
State of Idaho
Commission expires Feb. 1, 1960.

(SEAL)

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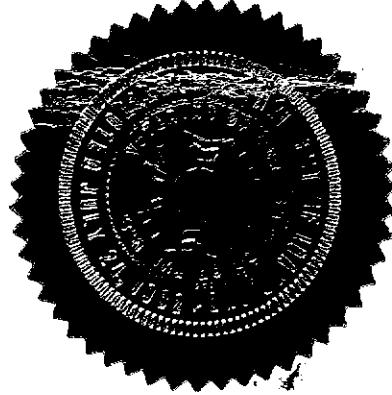
Approved by the Department of Idaho, Veterans of Foreign Wars of the United States, Inc.

E Z Ganner

Commander

Richard K. Money

Adjutant



APPROVED

FOR THE COMMANDER IN CHIEF

Payel Laurence
8/20/47
ADJUTANT GENERAL

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