

# State of Idaho



## Department of State

### CERTIFICATE OF AMENDMENT OF ARTICLES 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

**THE IDAHO CHAPTER OF THE ARTHRITIS AND RHEUMATISM FOUNDATION, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Fourteenth** day of **April**, 19 **35**,

original articles of amendment, as provided by Section 30-146, 30-147 and 30-160, Idaho Code, amending Section 1 & 2 of ARTICLE I, changing corporate name to **THE IDAHO CHAPTER OF THE ARTHRITIS FOUNDATION, INC.** & making corporate existence perpetual; ARTICLE II, purposes; Section 1 & 2 of ARTICLE V, changing number of governing committee to not less than 30 nor more than 50; Section 1 of ARTICLE VIII; and Section 1 of ARTICLE IX,

and that the said articles of amendment contain the statement of facts required by law, and <sup>will be</sup> ~~are~~ recorded on ~~Film No.~~ <sup>microfilm</sup> of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **fourth** day of **April**, A. D., 19 **35**.

Secretary of State

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
THE IDAHO CHAPTER OF THE ARTHRITIS  
AND RHEUMATISM FOUNDATION, INC.

STATE OF IDAHO )  
                  ) ss.  
County of Ada   )

ROSCOE C. WARD and DORIS MAUGHAN, the undersigned,  
hereby certify that we are, and at all times hereinafter men-  
tioned were, President and Secretary, respectively, of The  
Idaho Chapter of the Arthritis and Rheumatism Foundation, Inc.,  
a corporation organized and existing under and by virtue of  
the laws of the State of Idaho, with its principal place of  
business at Boise, Idaho; that on October 21, 1964, at 12 noon  
of said day, at a meeting of the Governing Committee of said  
corporation duly, legally and regularly held, the said Governing  
Committee called a special meeting of the members of the Govern-  
ing Committee of said corporation to be held at the Downtowner  
Motel, Boise, Idaho, at 12 noon, on December 9, 1964, for the  
purpose of considering and voting upon the question of amending  
Sections 1 and 2 of Article I, Article II, Sections 1 and 2 of  
Article V, Section 1 of Article VIII, and Section 1 of Article  
IX of the Articles of Incorporation of the corporation; that  
pursuant to the directions of said Governing Committee the  
Secretary, Doris Maughan, served notice of said meeting and  
the purpose thereof on each of the members of the Governing

Committee more than thirty days prior to the date of said special meeting, as required by law.

Thereafter, pursuant to said notice, on December 9, 1964, at 12 noon, at the Downtowner Motel, Boise, Idaho, a special meeting of the members of the Governing Committee of said corporation was held, at which meeting a quorum was present; that all of those present voted in favor of amending the Articles of Incorporation of this corporation in the particulars hereinafter set out in the resolution adopted by said members of the Governing Committee; that the following resolution was adopted by the unanimous vote of all members present and voting, and that there were no votes against the adoption of said resolution, and that the following is the resolution hereinbefore referred to and adopted by said members of the Governing Committee at said special meeting by the above-described vote:

"WHEREAS, the national Arthritis and Rheumatism Foundation has reorganized and changed its name to "The Arthritis Foundation"; and

"WHEREAS, it is necessary and desirable that the Articles of Incorporation of The Idaho Chapter of the Arthritis and Rheumatism Foundation, Inc. be amended to effect such change of name; and

"WHEREAS, it is desirable for this corporation to eliminate the words 'and Rheumatism' from its corporate name; and

"WHEREAS, it is desirable to extend the corporate existence from a period of fifty years to perpetuity; and

"WHEREAS, it is necessary and desirable that the number of members on the Governing Committee be increased;

"NOW, THEREFORE, BE IT RESOLVED:

"That Section 1 of Article I of the Constitution or Articles of Incorporation of the Idaho Chapter of the Arthritis and Rheumatism Foundation, Inc. be and the same is hereby amended to read as follows:

"Section 1. The name of this organization shall be

THE IDAHO CHAPTER OF THE  
ARTHRITIS FOUNDATION, INC."

Also,

"That Section 2 of Article I be and the same is hereby amended to read as follows:

"Section 2. That the term for which this corporation shall exist shall be in perpetuity."

Also,

"That Article II be and the same is hereby amended to read as follows:

"The purposes of this Chapter shall be (a) to carry out within the State of Idaho the general purposes of The Arthritis Foundation under its general direction and in accordance with its policies and subject to all the provisions of the Charter issued by said Foundation and in keeping therewith to develop within the Chapter's area programs designed to provide better diagnosis and treatment for persons within such area who are suffering with arthritis and other rheumatic diseases; (b) to help integrate programs of investigation within such area; (c) to raise money for the purpose of financing such local activities

and for the purpose of providing an equitable share of the funds needed to promote on a national basis a comprehensive research attack on the problem of arthritis and related conditions and general educational and planning activities serving to support and increase the effectiveness of local efforts. The Chapter shall be operated exclusively for charitable, scientific and educational purposes and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. No part of the net earnings of the Chapter shall inure to the benefit of any officer, member or employee of the Chapter, or to the benefit of any individual; and no officer, member or employee of the Chapter, and no individual, shall receive or be entitled to receive any pecuniary profit from the operation of the Chapter except reasonable compensation for services."

Also,

"That Section 1 of Article V be and the same is hereby amended to read as follows:

"Section 1. The affairs of the Chapter shall be managed, subject to the policies and supervision of The Arthritis Foundation, by its Governing Committee."

Also,

"That Section 2 of Article V be and the same is hereby amended to read as follows:

"Section 2. The Governing Committee shall consist of not less than thirty and not more than fifty members (as determined from time to time by the Governing Committee or, at an annual meeting of the Chapter, by the voting members) divided into three classes so that the term of approximately only one-third of the members of the Governing Committee shall expire each year."

Also,

"That Section 1 of Article VIII be and the same is hereby amended to read as follows:

"Section 1. Upon any dissolution or winding up of the Chapter or in case its charter from the Foundation is withdrawn because the organization has not continued to meet the standards set by the Foundation, or is not renewed upon expiration, any assets remaining after payment of or reasonable provision for its then existing liabilities and commitments shall forthwith be paid and delivered to The Arthritis Foundation. No part of such net assets shall be paid or distributed to any officer, member or employee of the Chapter or to any individual. No part of such net assets shall be distributed to any corporation, organization or association unless such organization, corporation or association shall be one organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which shall inure to the benefit of any private shareholder, member or individual, and no substantial part of the activities of which shall constitute carrying on propaganda or otherwise attempting to influence legislation."

Also,

"That Section 1 of Article IX be and the same is hereby amended to read as follows:

"Section 1. This Constitution may be amended at any annual meeting of the Chapter or at any regular or special meeting of the Governing Committee by a two-thirds vote of those present at any such meeting of which the notice contained a statement of the substance of the proposed amendment.

"This Constitution has been adopted to evidence and confirm the acceptance by this organization of the Charter granted to it by The Arthritis and Rheumatism

Foundation (now The Arthritis Foundation) to be the Idaho Chapter of said Foundation and the agreement and undertaking of this organization to meet the standards appended to such Charter and to conduct its affairs in accordance with the general policies of the Foundation and subject to all of the provisions of such Charter."

IN WITNESS WHEREOF, The Idaho Chapter of the Arthritis and Rheumatism Foundation, Inc., a corporation, has caused these presents to be signed by the President and Secretary, who acted as Chairman and Secretary, respectively, of said meeting of the Governing Committee at which said proceedings were had, this 10th day of February, 1965.

*James L. Smith*  
President

*Louis Maughan*  
Secretary

SUBSCRIBED AND SWORN to before me this 10th day of February, 1965.

*Glenn M. Smith*  
Notary Public for Idaho  
Residing at Boise, Idaho