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State of Idaho

Department of State

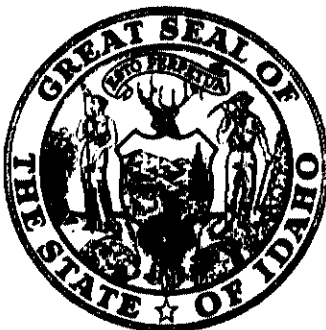
CERTIFICATE OF INCORPORATION OF

LAPWAI ALL AMERICAN POST 10933, VETERANS OF FOREIGN WARS OF
THE UNITED STATES, INC.

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 LAPWAI ALL AMERICAN POST 10933, VETERANS OF FOREIGN WARS OF THE UNITED STATES, 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: November 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Hoken

Corporation Clerk

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SEC. OF STATE
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VETERANS OF FOREIGN WARS OF THE UNITED STATES

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being three or more natural persons of full age, all citizens of the United States and residents of Idaho, as members of the Veterans of Foreign Wars of the United States, have associated, and do hereby associate ourselves together for the purpose of forming an ex-servicemens corporate organization under the provisions of Section 30, Chapter 11 of the Idaho Code.

ARTICLE FIRST

The name of the corporation shall be the Lapwai All American Post 10933, Veterans of Foreign Wars of the United States, Inc., and its principal office for the transaction of business shall be in Lapwai, Idaho.

ARTICLE SECOND

The corporation shall exist perpetually, or until dissolved according to law.

ARTICLE THIRD

This corporation shall not engage in any form of trade or commerce, nor, directly or indirectly, fix the price, or regulate the production, of any article of commerce or the produce of the soil, or the consumption of the same by the people, nor carry on any activity which will result in a renumeration profit to the corporation or its members. Subject to the foregoing limitations, the business pursuit, purpose and objects of this corporation are 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 allegiance to the Government of the United States of America, and fidelity to its Constitution and 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.

ARTICLE FOURTH

The active and voting membership of this corporation shall at all times consist of and be confined to the active membership in good standing in Lapwai All American Post No. 10933 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 FIFTH

This incorporated subordinate unit of the Veterans of Foreign Wars 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. In the event that any provision of this Certificate of Incorporation conflicts with the National Charter 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 Charter and By-Laws shall, at all times govern.

ARTICLE SIXTH

In the event of a dissolution of this corporation all of the assets shall be the property of the Lapwai All American Post 10933, 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 pass to 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 the corporation be distributed among the individual members thereof.

ARTICLE SEVENTH

These articles may be amended in the manner provided by the Idaho Code at the time of the amendment and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE EIGHTH

All meetings shall be conducted in no other language than the English language.

ARTICLE NINTH

The general officers of the corporation shall be as provided in the By-Laws. The number of directors shall be not less than three.

ARTICLE TENTH

All other matters pertaining to the organization and operation of the corporation not herein provided for shall be determined and fixed by the By-Laws.

That the names and residences of the persons forming this corporation are: members in good standing
of V.F.W. Post 109333 Lapwai, Idaho & Initial Board of Directors:
Wilfred A. SCOTT, P.O. Box 41, Spalding, Idaho 83540 & Nez Perce Tribal Office, Lapwai, Id.
Charles R. SPENCER, 124 Joseph St., Lapwai, Idaho 83540
Jack M. BOYER, Route 1, Culdesac, Idaho 83524
Harry B. ROSS, P.O. Box 23, Lapwai, Idaho 83540
Donald L. JONES, P.O. Box 153, Lapwai, Idaho 83540

IN WITNESS WHEREOF, We have hereunto set our hands and seals and caused these Articles of Incorporation to be executed this 17th day of September 1991

Wilfred A. Scott
Charles R. Spencer
Jack M. Boyre
Harry B. Ross
Donald L. Jones

P.O. Box 41 Spaulding, Idaho 83551
124 Joseph St. Lapwai, Idaho 83540
Route 1, Culdesac, Idaho 83524
P.O. Box 23 Lapwai, Idaho 83540
P.O. Box 153 Lapwai, Idaho 83540

REGISTERED AGENT: Wilfred A. SCOTT

Nez Perce Tribal Office, Main Street,
Lapwai, Idaho

STATE OF IDAHO :

County of NezPerce :

On this 17 day of September, before me, Don Whipple, a Notary Public in and for said County and State, personally appeared ALL OF ABOVE

all known to me to be citizens of the United States and over the age of twenty one and the persons whose names are subscribed to the foregoing instrument and duly acknowledged to me that they executed the same.

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

Don Whipple
NOTARY PUBLIC for IDAHO
RESIDING AT Lapwai

STATE OF IDAHO :

County of NezPerce :

Wilfred A. Scott, being first duly sworn, deposes and says:

That he is of legal age, a citizen of the United States, a resident of NezPerce County, Idaho, and the duly elected qualified and acting Post Commander of the Lapwai All American Post 10933, Veterans of Foreign Wars of the United States;

That on the 14th and 16th day of September, 1991, a notice was published in the Lewiston Morning Tribune, a newspaper published in Lewiston Idaho and of general circulation in NexPerce County, stating that on _____ at the meeting place of the Lapwai All American Post 10933 in Lapwai, Idaho a meeting ~~was~~ ~~was~~ be held to elect a Board of Directors who shall have charge of the promotion, operation and maintenance of the Post;

That at the time and place set for the meeting, a majority of the members of the Post were present and with your affiant as Post Commander presiding and with all members present voting, an election of the Board of Directors of the V.F.W. Post 10933 Lapwai, Idaho was held and Wilfred A. Scott, Charles R. Spencer, Jack M. Boyer, Harr B. Ross and Donald L. Jones

were elected to serve as Directors.

Subscribed and sworn to before me this 17 day of September 1991

Don L. Apple
NOTARY PUBLIC for IDAHO
Residing at Lapwai

REVIEWED **OCT 21 1991**
FOR THE COMMANDER-IN-CHIEF
James P. Smith
ADJUTANT GENERAL